

# THE SPECTACULAR SPIDER-MAN™

40¢ IN CAN. 35c  
JULY

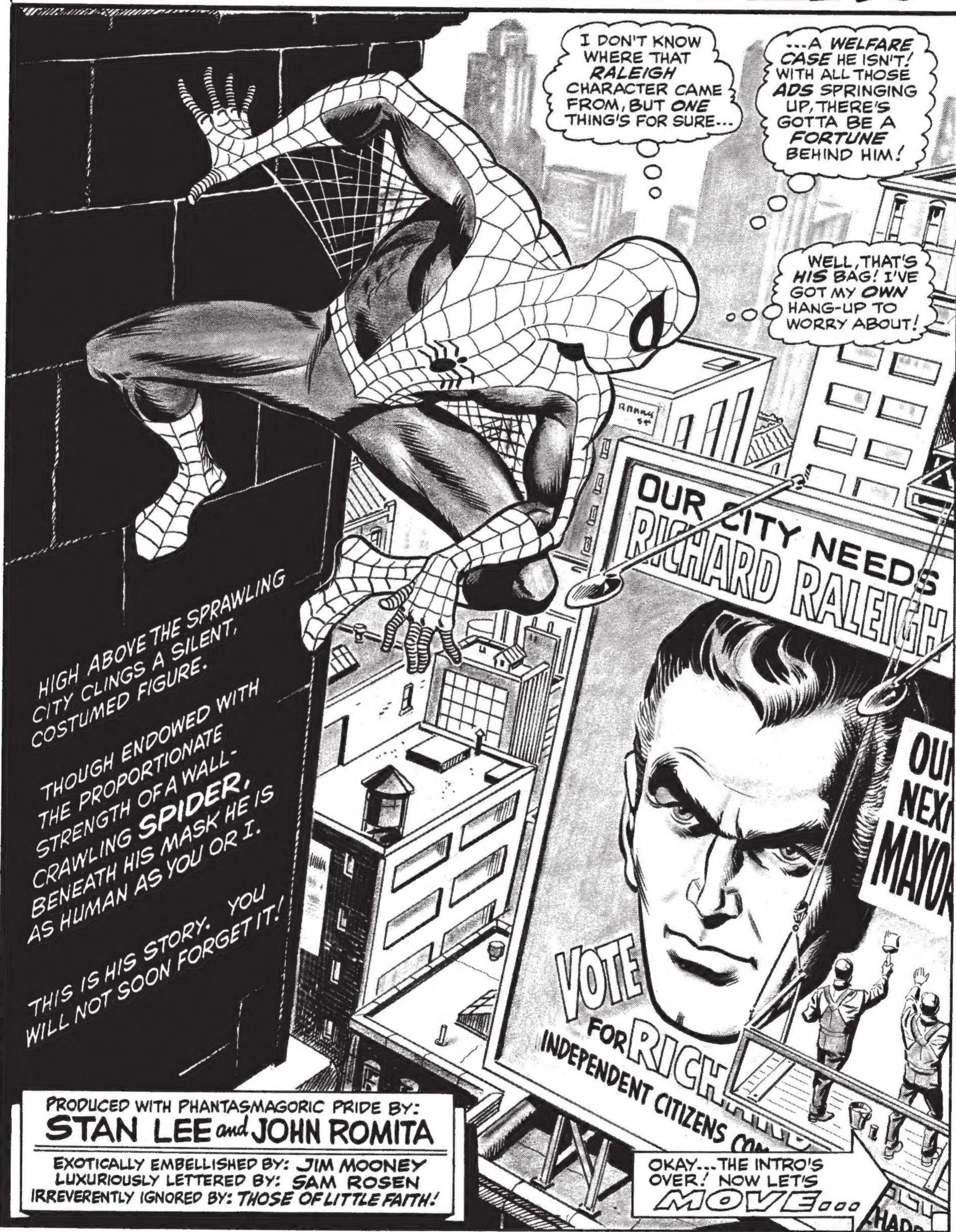


**"LO, THIS  
MONSTER!"**

A BOOK-LENGTH SUPER-  
SPIDEY SPECTACULAR!



# "LO, THIS MONSTER!"



HIGH ABOVE THE SPRAWLING CITY CLINGS A SILENT, COSTUMED FIGURE.

THOUGH ENDOWED WITH THE PROPORTIONATE STRENGTH OF A WALL-CRAWLING SPIDER, BENEATH HIS MASK HE IS AS HUMAN AS YOU OR I.

THIS IS HIS STORY. YOU WILL NOT SOON FORGET IT!

PRODUCED WITH PHANTASMAGORIC PRIDE BY:  
**STAN LEE and JOHN ROMITA**

EXOTICALLY EMBELLISHED BY: JIM MOONEY  
LUXURIOUSLY LETTERED BY: SAM ROSEN  
IRREVERENTLY IGNORED BY: THOSE OF LITTLE FAITH!

OKAY...THE INTRO'S OVER! NOW LET'S  
**MOVE...**











UNFORTUNATELY, OUR HAPLESS HERO FINDS PRECIOUS LITTLE TIME TO WORRY ABOUT THE TWO PAINTERS HE HAS JUST RESCUED, FOR, SECONDS LATER...

I'LL FINISH YOU OFF REAL FAST.

NOT IF I CAN HELP IT.



OH, BROTHER!

I BELTED HIM WITH MY STRONGEST TWO-LEGGED SMASH...

AND HE SHRUGS IT OFF LIKE A SLAP FROM WOODY ALLEN!

WHAT AM I UP AGAINST, ANYWAY?

YOU WON'T ESCAPE ME NOW...



HAH! I GOT YOU!

I'VE GOTTA BE DREAMING!

NO ONE THAT BIG CAN BE SO FAST!



SPIDER-MAN, HUH? BIG DEAL!

I COULD HANDLE A DOZEN LIKE YOU... WITHOUT TRYIN'.

YOU SURE PROVE YOUR POINT THE HARD WAY.



























I'D SURE LIKE TO KNOW WHO HE IS, THOUGH... AND WHY HE PULVERIZED THAT BILLBOARD OF RALEIGH'S.

BUT I'D BETTER GO FETCH MY CLOTHES NOW, BEFORE SOMEONE FINDS THEM.



ONE OF THESE DAYS I'LL PROBABLY FIND A BIRD'S NEST IN HERE.

BOY, THE THINGS A GUY HAS TO DO TO KEEP UP HIS SECRET IDENTITY SHTICK.



TOO BAD I DIDN'T HAVE TIME TO SET UP MY AUTOMATIC CAMERA.

THE BUGLE WOULD PROBABLY PAY A BUNDLE FOR SOME PIX OF THAT DOUBLE-SIZED DROPOUT FROM A HORROR MOVIE.

SAY, COME TO THINK OF IT... JAMESON STILL OWES ME SOME DOUGH FOR THE LAST BATCH OF PRINTS I SOLD HIM.

AND MRS. PARKER'S FAVORITE NEPHEW CAN SURE USE THE BREAD.

SO I'LL JUST PAY A LITTLE VISIT TO JOLLY JONAH ON THE WAY HOME.

HOPE I CAN STILL CATCH HIM IN.



LOOK, MAN... THERE'S PETEY-O!

HEY, SLOW DOWN, ROOMMATE. WE'VE BEEN LOOKING FOR YOU.

THEN YOU HIT THE JACKPOT, KIDS. 'TIS MESELF YOU'RE SEEING.

WHAT'S UP, GROUP?



YOU GIVE IT TO HIM, MARY JANE.

YOU LOOK NAKED WITHOUT A RALEIGH ROOTER BUTTON, DAD.

HERE... LIVE A LITTLE.

IT'LL BE MORE MEANINGFUL THAT WAY.

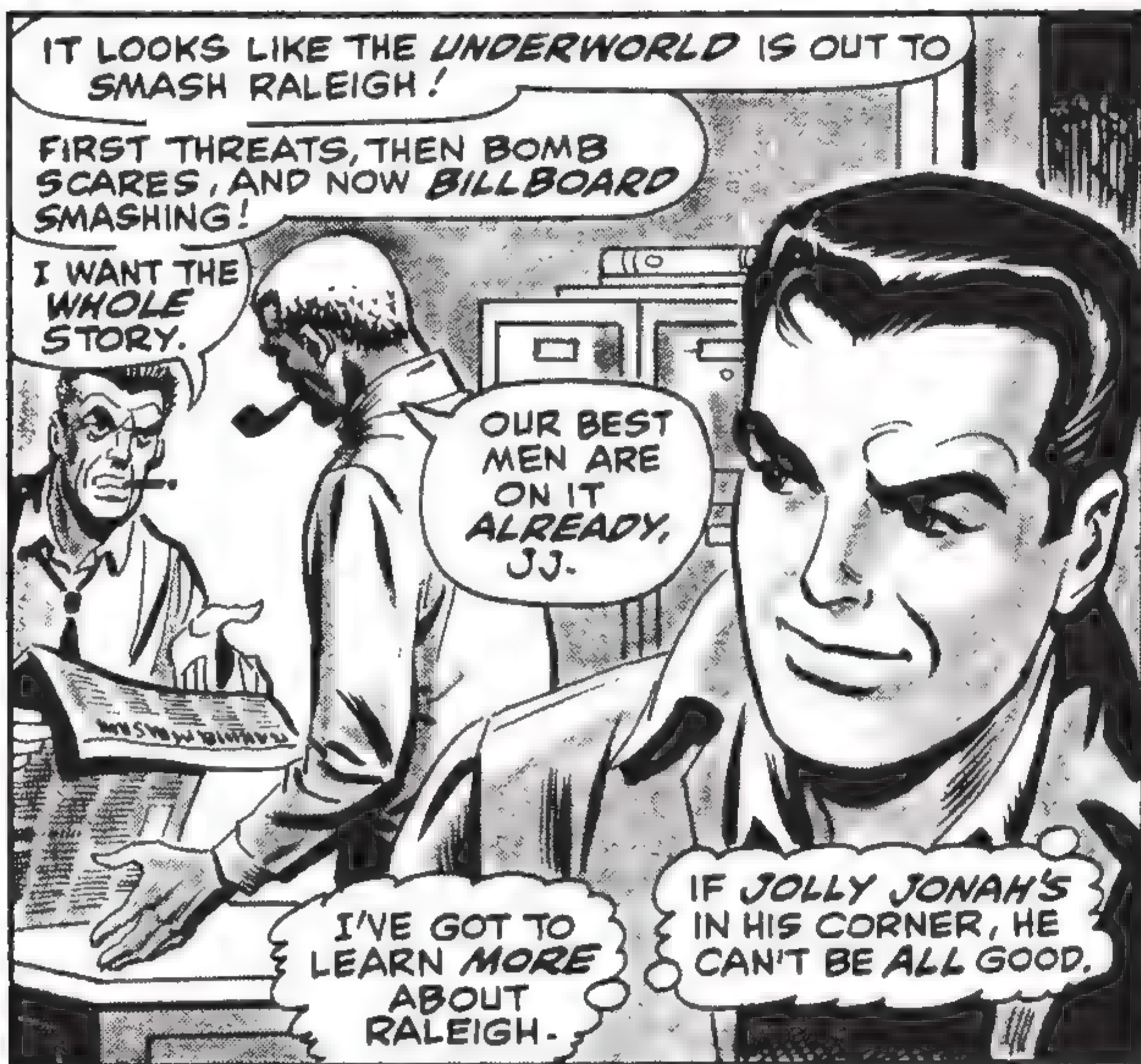
ADMIT, IT, PETE... THE GAL'S ALL HEART.

WITH YOU IN HIS CORNER, WHY BOTHER WITH THE ELECTION?

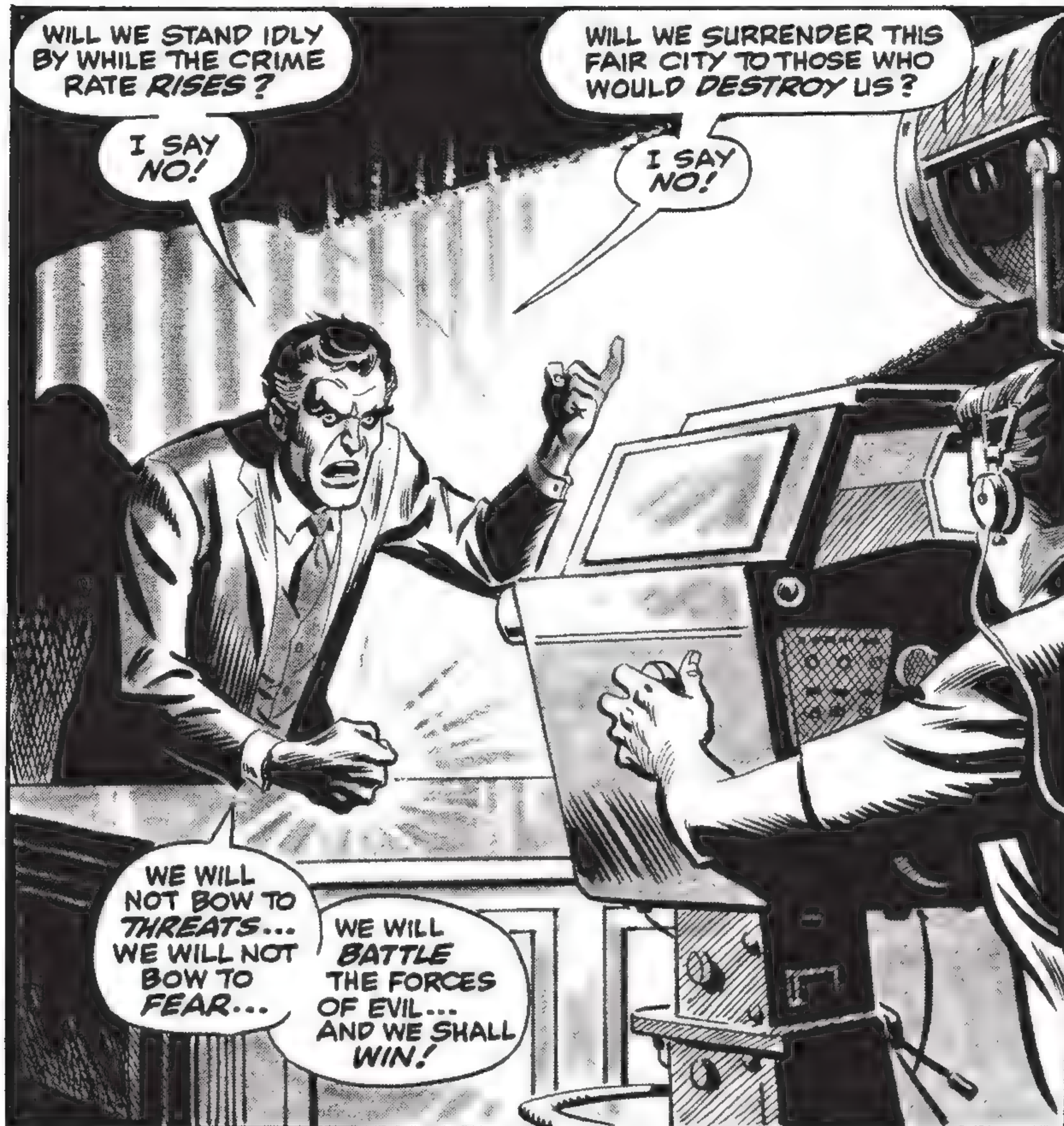












WILL WE STAND IDLY BY WHILE THE CRIME RATE RISES?

I SAY NO!

WILL WE SURRENDER THIS FAIR CITY TO THOSE WHO WOULD DESTROY US?

I SAY NO!

WE WILL NOT BOW TO THREATS... WE WILL NOT BOW TO FEAR...

WE WILL BATTLE THE FORCES OF EVIL... AND WE SHALL WIN!



LET THE CRIME LORDS TAKE HEED... THE MORE THEY ATTACK ME... THE HARDER I SHALL FIGHT.

I WILL NEVER BETRAY THE TRUST YOU HAVE GIVEN ME.

I WILL ALWAYS BE... YOUR SERVANT!



GREAT SPEECH, RR, GREAT SPEECH.

BUT AREN'T YOU LAYING IT ON TOO THICK?

YOU STICK TO WARD-HEELING, LITTLE MAN.

THEY CAN'T ALL BE IDIOTS OUT THERE.

I'LL DO THE THINKING HERE.



NOW WAIT A MINUTE, RALEIGH. YOU'RE NOT SO BIG THAT YOU CAN TALK TO ME THAT WAY.

I HAVEN'T, EH?

YOU HAVEN'T BEEN ELECTED YET.

YOU BRAINLESS, BUMBLING BANTAMWEIGHT...

YOU'RE AS BLIND AS ALL THE OTHERS.



I'VE GOT THE WHOLE CITY EATING OUT OF MY HAND RIGHT NOW.

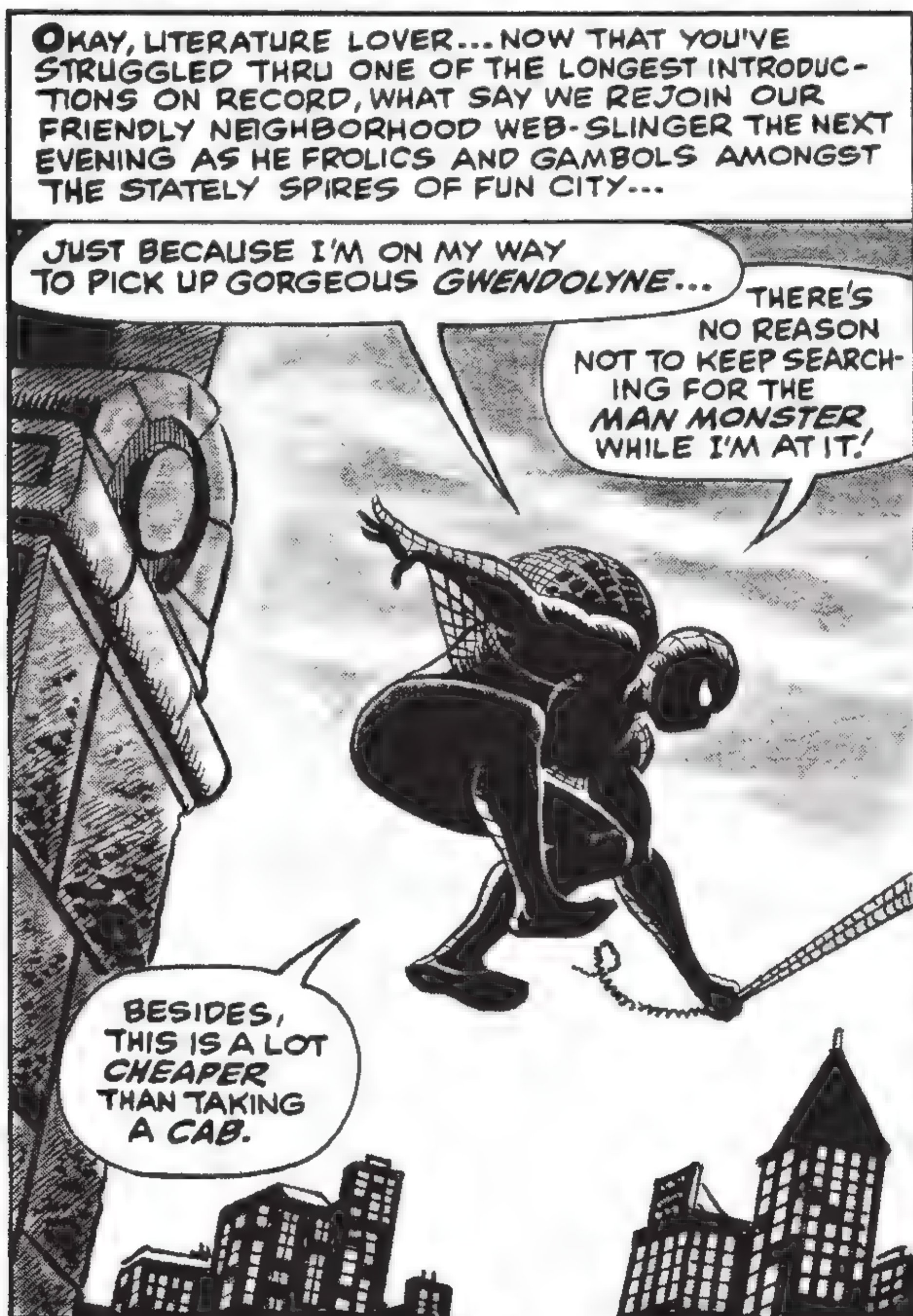
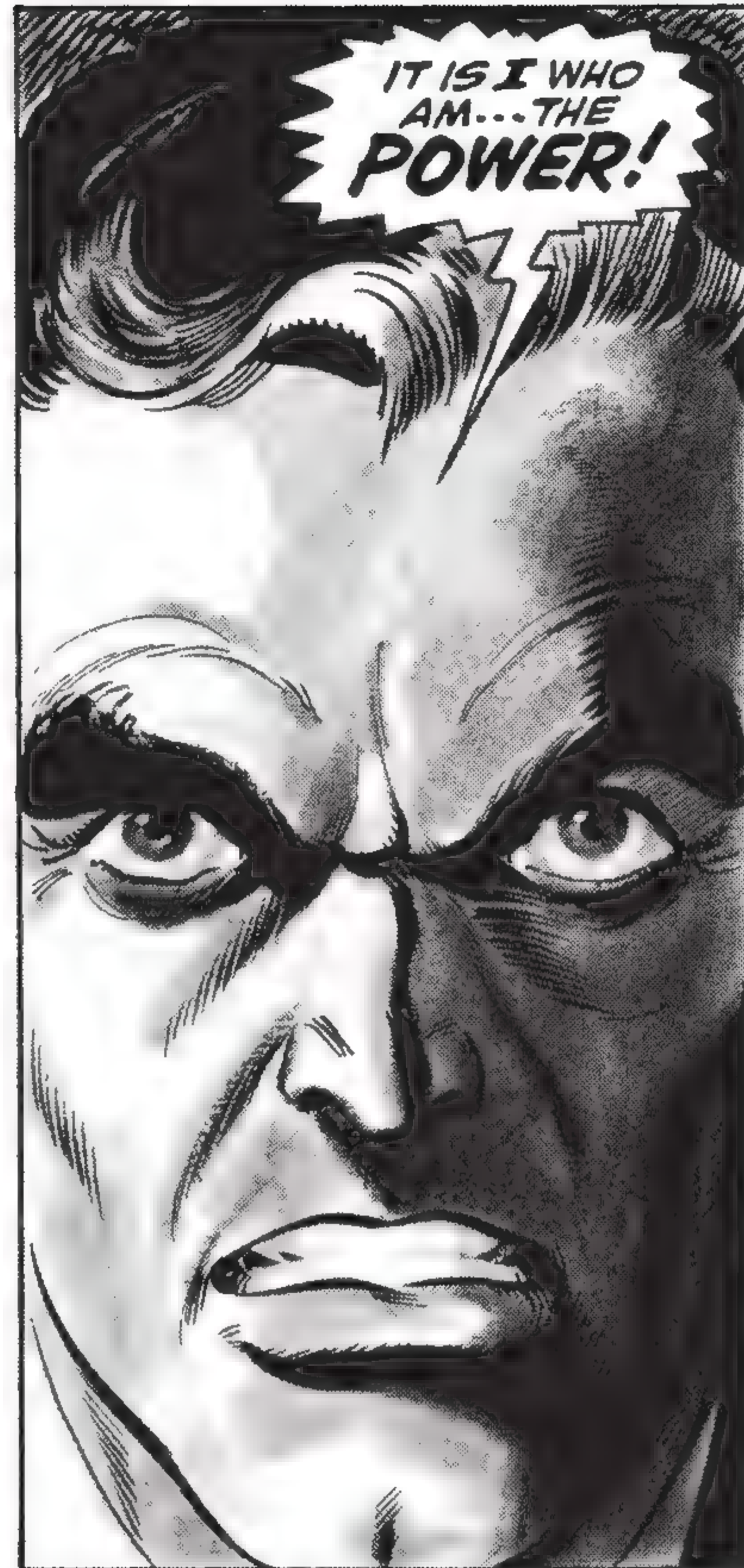
I'LL BE ELECTED BY THE BIGGEST PLURALITY IN HISTORY...

AND THAT'S ONLY THE BEGINNING.

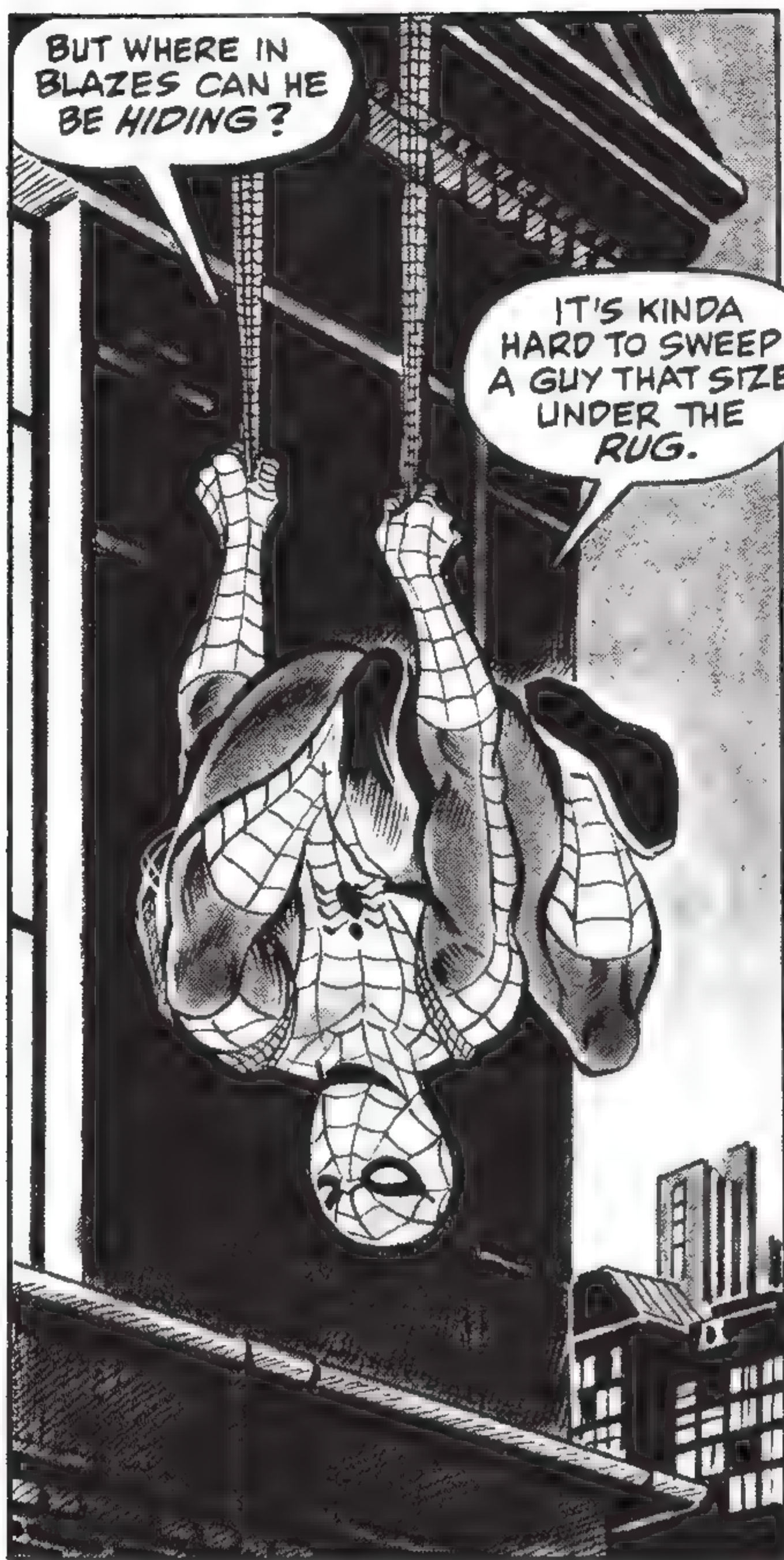
BEFORE I'M DONE, I'LL BE THE MOST POWERFUL MAN IN THE STATE... THE ENTIRE NATION...

BY THE TIME THE FOOL PUBLIC WAKES UP... IT'LL BE TOO LATE!









BUT WHERE IN BLAZES CAN HE BE HIDING?

IT'S KINDA HARD TO SWEEP A GUY THAT SIZE UNDER THE RUG.



WELL, I'LL WORRY ABOUT HIM SOME OTHER TIME!

WITH A CHICK LIKE GWENDY WAITING FOR ME, I'D HAVE TO BE A FULL-TIME NUT TO KEEP SEARCHING FOR A SPARRING PARTNER INSTEAD.



ANYHOW, THE WAY MY LUCK USUALLY RUNS...

...HE'LL COME SKIPPING ON THE SCENE JUST WHEN I LEAST EXPECT HIM.



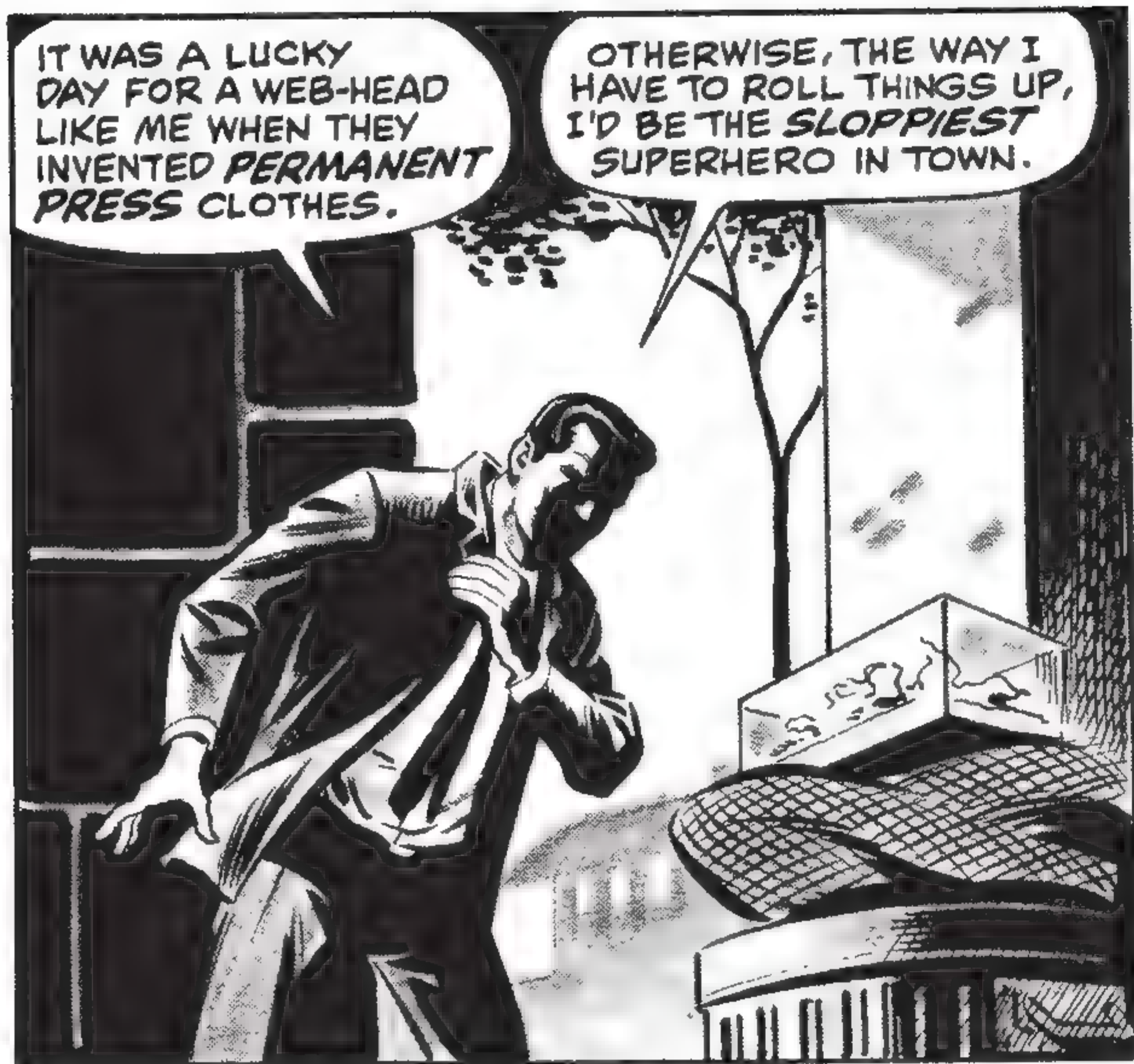
THERE'S A NICE SHADOWY SPOT, RIGHT NEAR GWEN'S PAD.

SO I MIGHT AS WELL MAKE LIKE "PETER PARKER, BOY FASHION PLATE" AGAIN.

TOO BAD THERE'S NO PHONE BOOTH HANDY...

BUT IT'S JUST ONE OF THOSE DAYS.





IT WAS A LUCKY DAY FOR A WEB-HEAD LIKE ME WHEN THEY INVENTED **PERMANENT PRESS** CLOTHES.

OTHERWISE, THE WAY I HAVE TO ROLL THINGS UP, I'D BE THE **SLOPPIEST** SUPERHERO IN TOWN.



HEY, THIS MUST BE THE **WRONG** HOUSE.

I WASN'T EXPECTING A **FAIRY PRINCESS**.

AND I WASN'T EXPECTING SUCH A **HOKEY LINE**.

...BUT I LOVE IT.

SHE WALKS. SHE TALKS.

SHE'S **SUPER-GWEN**.

COME ON IN, YOU IDIOT.



HI, MR. STACY!

I PROMISE TO HAVE GWENDY BACK BEFORE SHE TURNS INTO A PUMPKIN.

IF I LOSE MY **SLIPPER**... WATCH OUT.

THANK YOU, SON.



HE'S A NICE BOY, THAT PARKER.

ALTHOUGH I THOUGHT GWEN WOULD PREFER THE MORE **RUGGED** TYPE.

HMMM... **RALEIGH** IS SPENDING A FORTUNE FOR TV TIME.

I WONDER WHERE THE **MONEY** COMES FROM?



THEN, A FEW FROLICSOME MOMENTS LATER...

HI, M.J. IF YOU'RE AN **USHERETTE**, **RALEIGH** IS AS GOOD AS ELECTED.

SEAT US WHERE WE CAN'T HEAR THE **SPEECHES**, AND WE'LL BE FRIENDS FOR LIFE.

YOU'VE GOT TO SUFFER LIKE THE REST OF US.

SORRY, SWEETIE. IF YOU WANT TO **DANCE** LATER...

**RALEIGH**













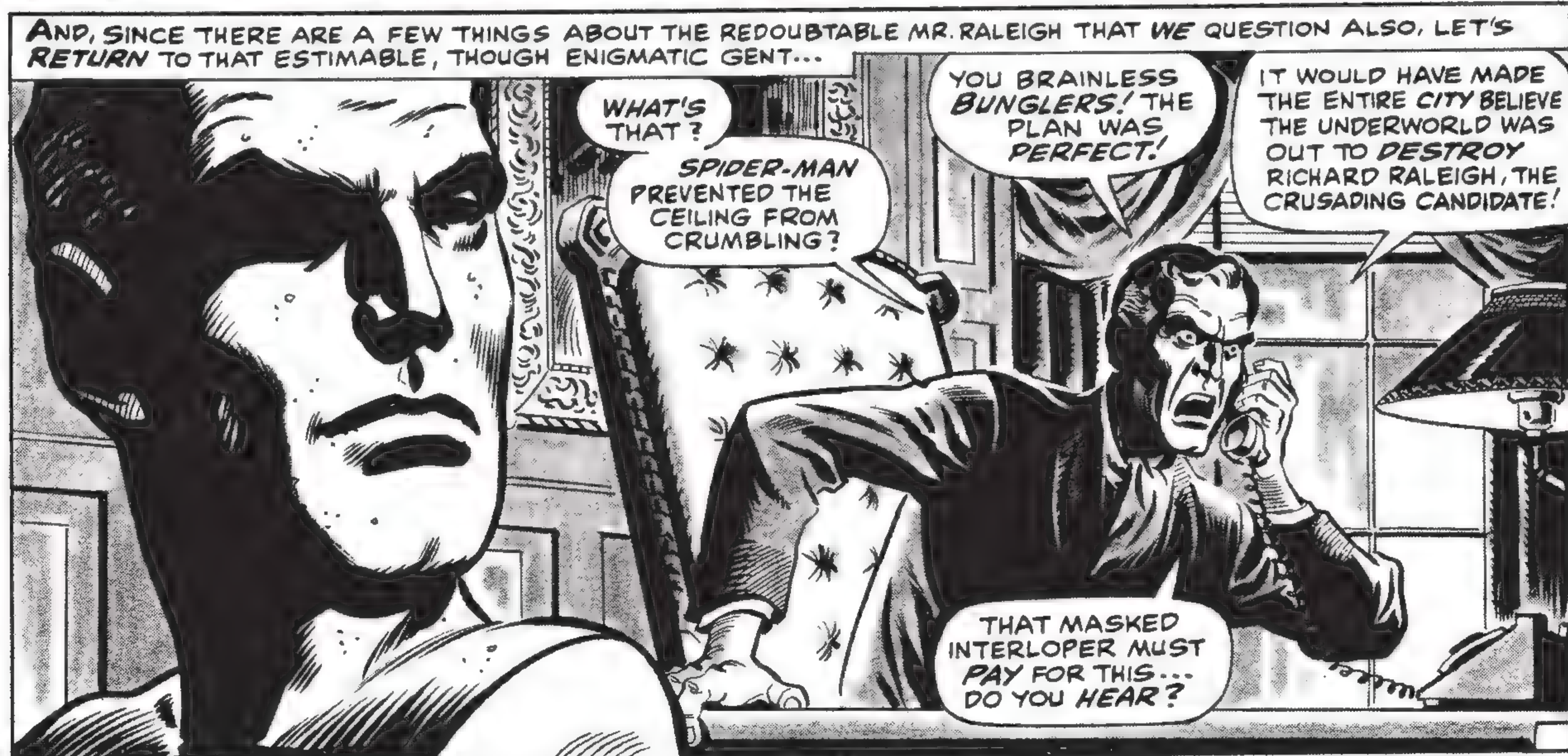


















BUT, EVERYTHING WOULD HAVE BEEN PERFECT... IF SPIDER-MAN HAD NOT INTERFERED.

MY GREATEST CREATION PERFORMED EXACTLY AS I PROMISED.

BUT NOW, HE NEEDS NEW ADJUSTMENTS... NEW MODIFICATIONS... TO ENABLE HIM TO COPE WITH OPPONENTS LIKE SPIDER-MAN!

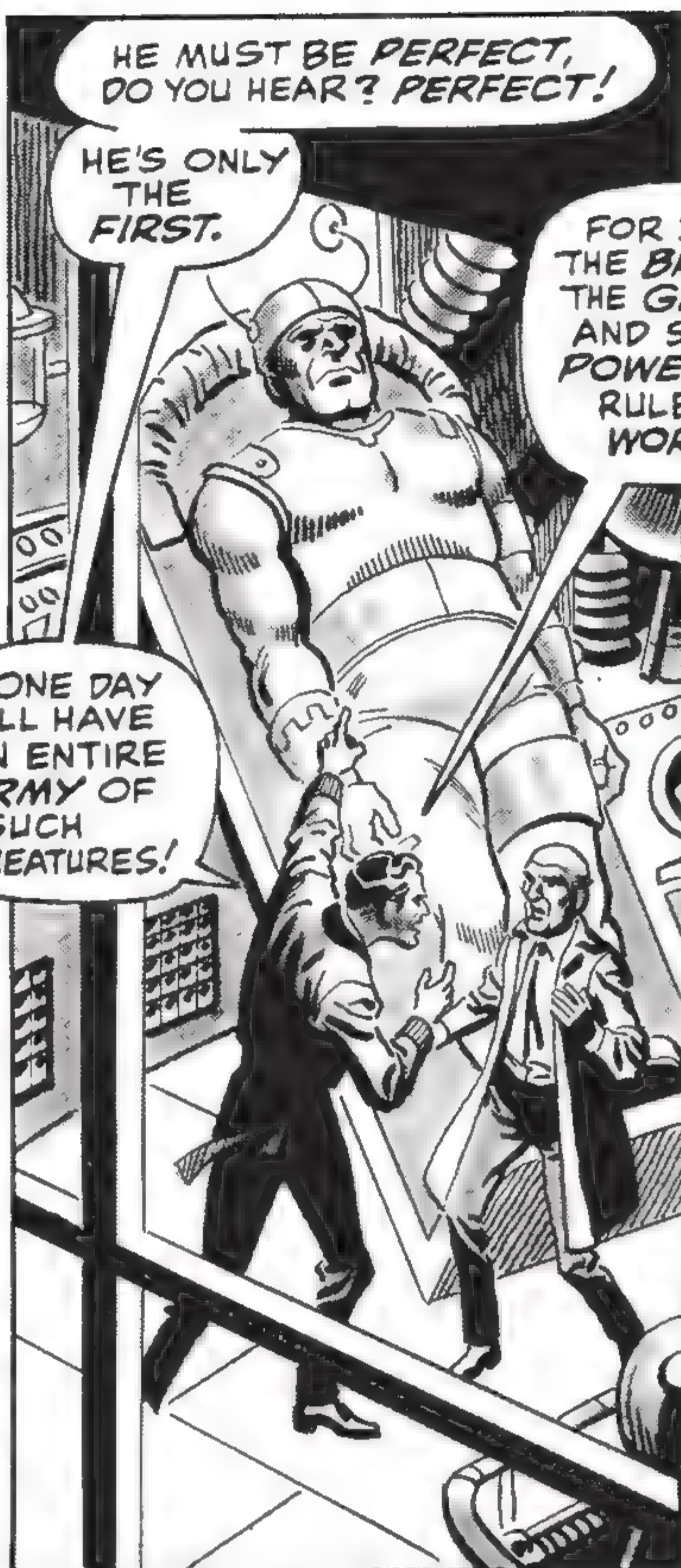
WHEN I LEARNED OF YOUR EXPERIMENTS IN BIO-CHEMISTRY... THE EXPERIMENTS WHICH CAUSED YOU TO BE SHUNNED BY THE MEDICAL PROFESSION... I KNEW YOU WERE THE ONE I WANTED.

AND, WE HAVE SUCCEEDED. BY ALTERING THE GENES OF A COMMON THUG, WE'VE CREATED A SUPER-POWERFUL MONSTER!

BUT, SO LONG AS HE IS STILL NOT TRULY INVINCIBLE... SO LONG AS SPIDER-MAN CAN DEFEAT HIM... YOU HAVE NOT COMPLETELY FULFILLED YOUR COMMITMENT.



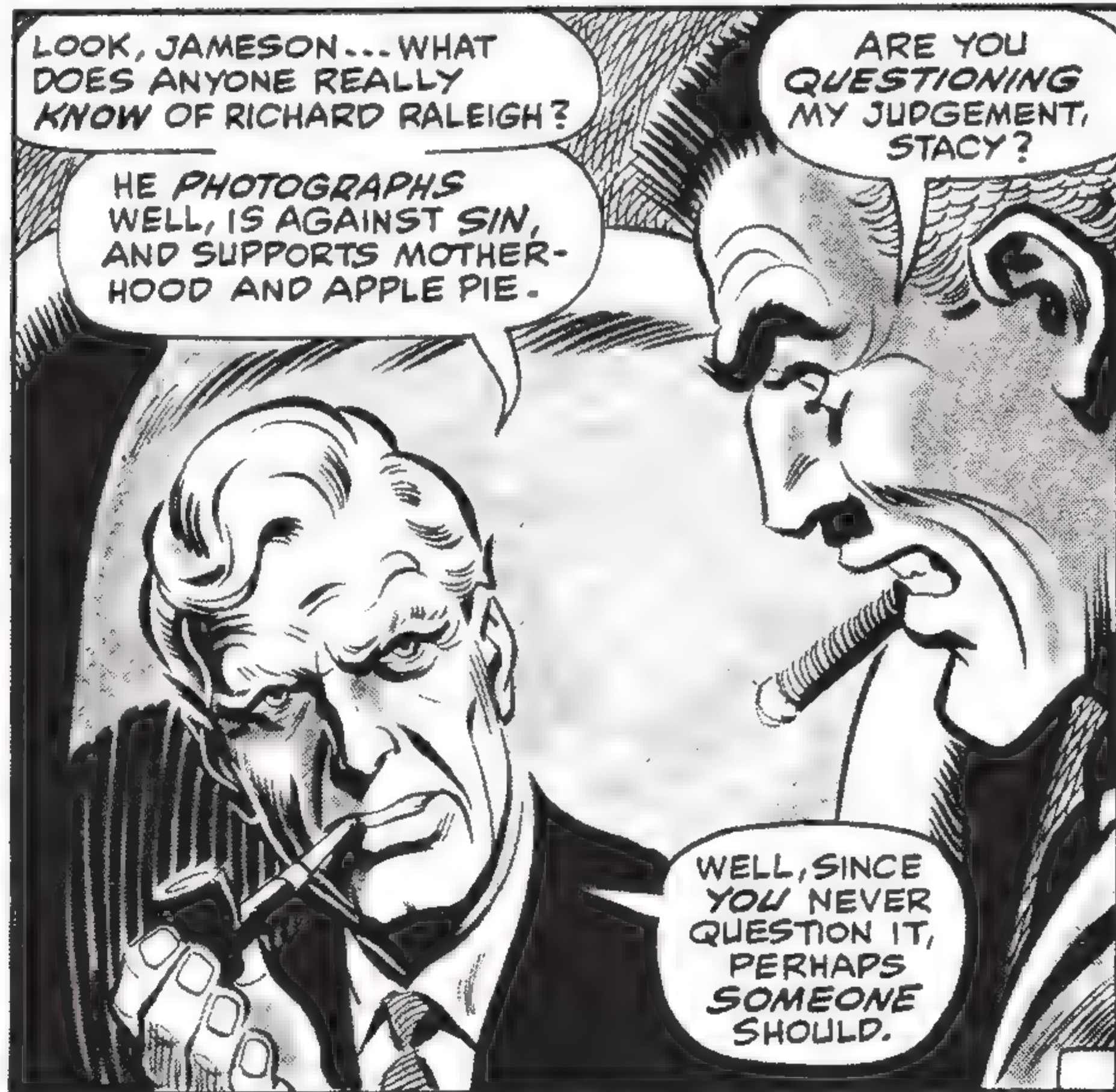




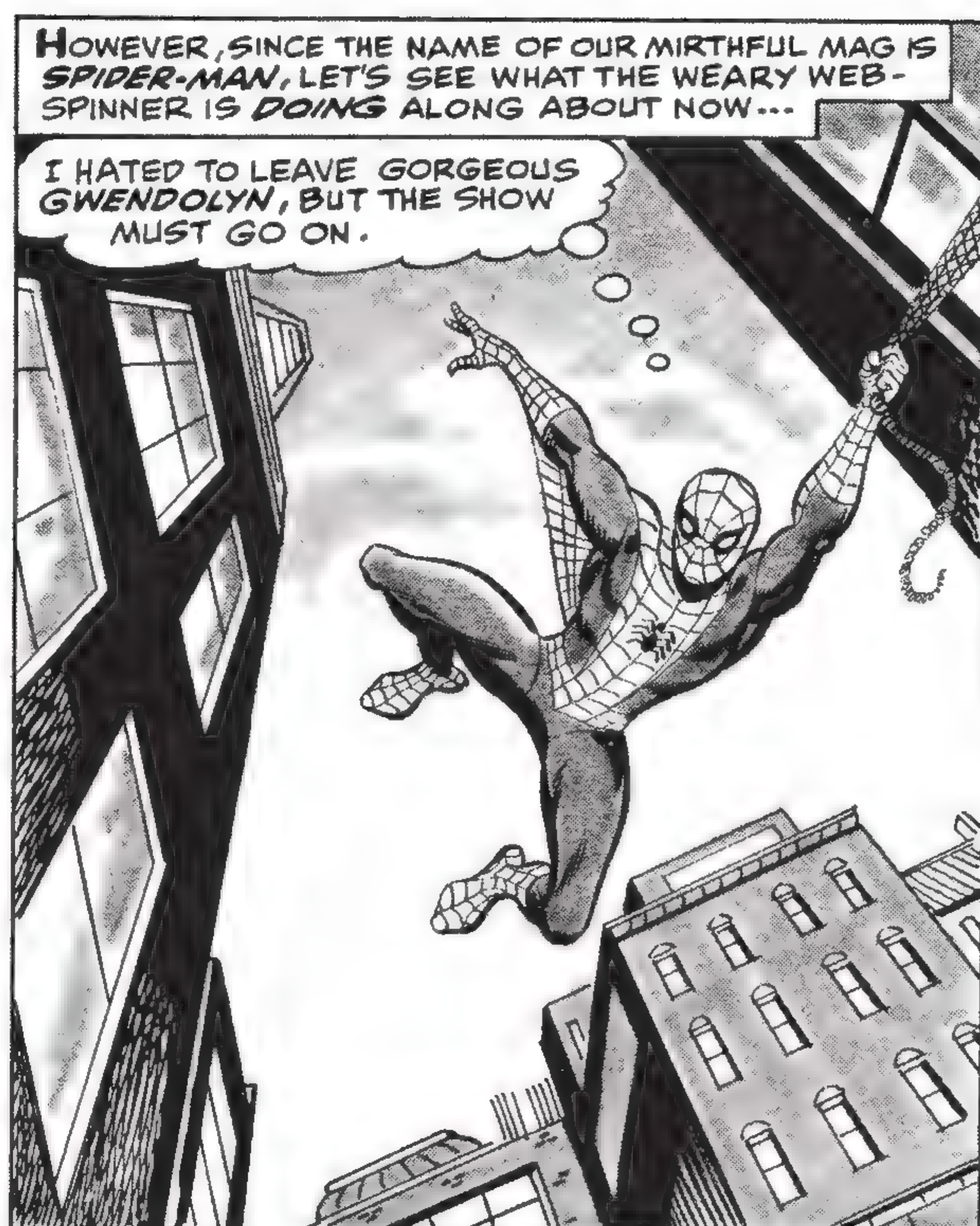




























BOY! JUDGING BY THE REACTION OF AUNT MAY... AND MRS. WATSON...

I'M SURPRISED ROCK HUDSON NEVER RAN FOR PRESIDENT!

I WONDER HOW CAPTAIN STACY FEELS ABOUT RALEIGH?



BUT, WE WHO SCAN THESE PRICELESS PANELS, NEED WONDER NO LONGER...

LOOK, STACY, I'M GOING TO INTERVIEW RALEIGH RIGHT NOW.

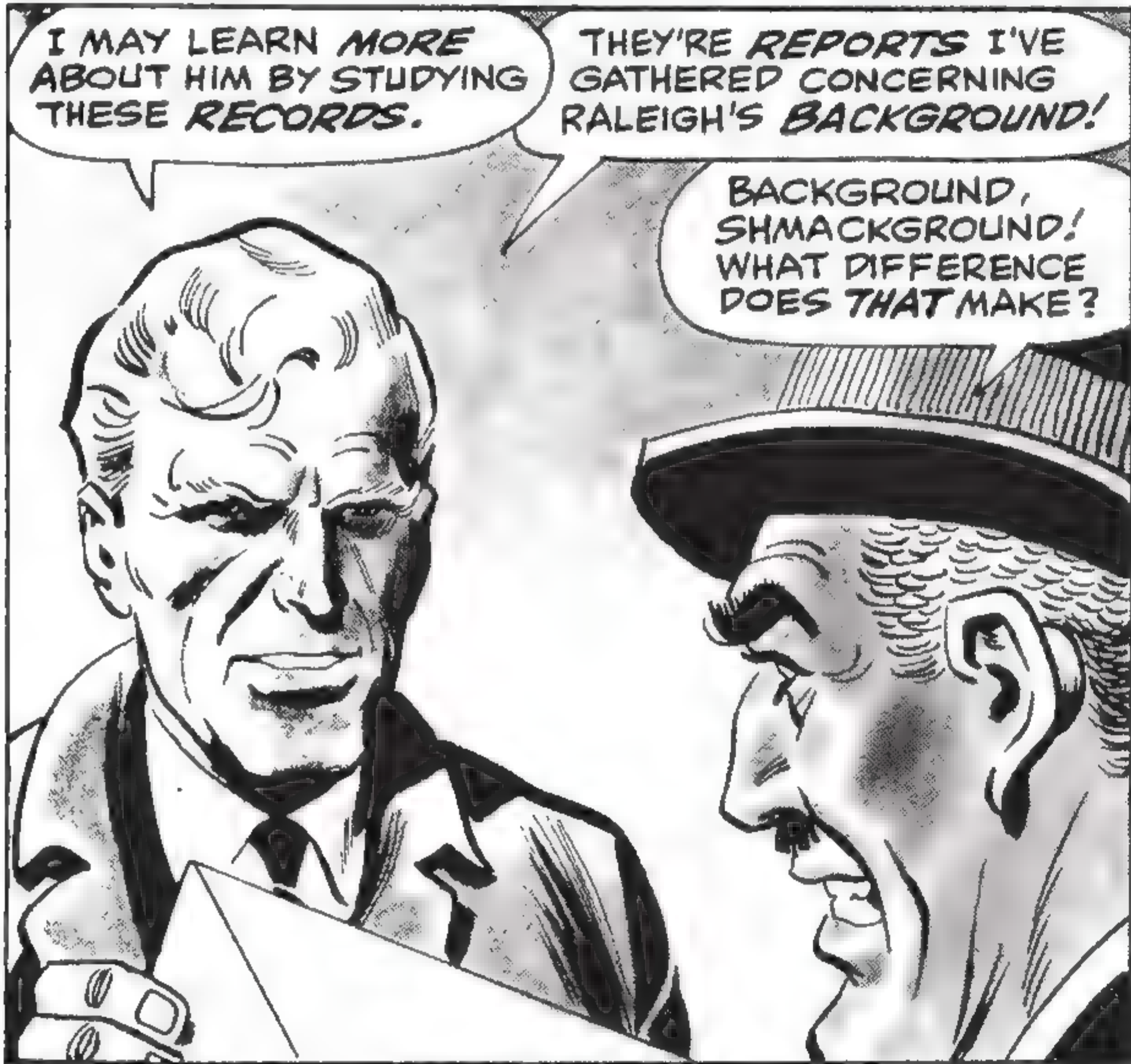
WHY DON'T YOU COME ALONG AND LEARN SOMETHING?

I'D LIKE TO, JAMESON...

BUT I PLANNED TO DO SOME READING TONIGHT.

READING?

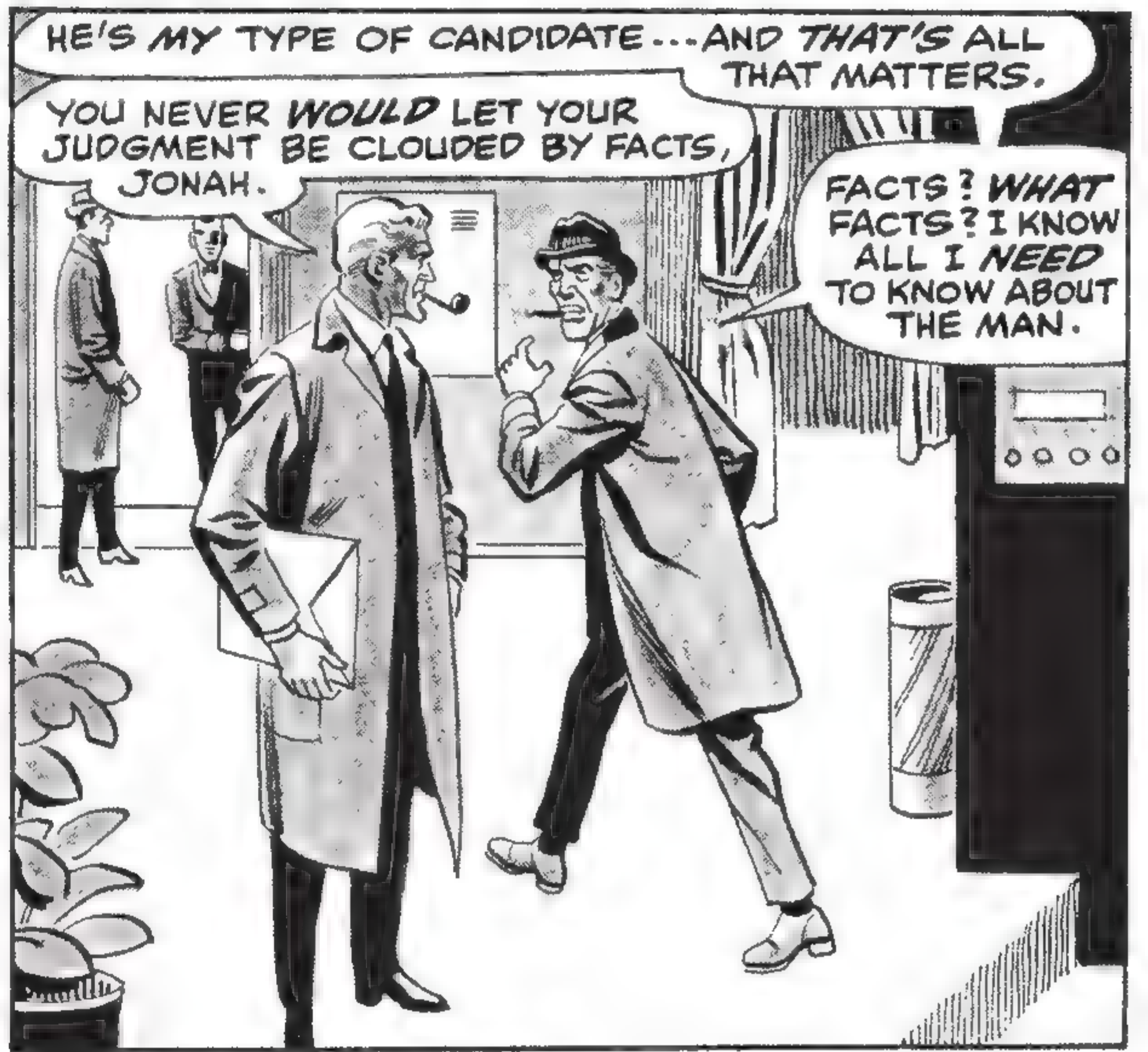
...WHEN YOU'VE A CHANCE TO MEET OUR NEXT MAYOR?



I MAY LEARN MORE ABOUT HIM BY STUDYING THESE RECORDS.

THEY'RE REPORTS I'VE GATHERED CONCERNING RALEIGH'S BACKGROUND!

BACKGROUND, SHMACKGROUND! WHAT DIFFERENCE DOES THAT MAKE?



HE'S MY TYPE OF CANDIDATE... AND THAT'S ALL THAT MATTERS.

YOU NEVER WOULD LET YOUR JUDGMENT BE CLOUDED BY FACTS, JONAH.

FACTS? WHAT FACTS? I KNOW ALL I NEED TO KNOW ABOUT THE MAN.



MAY HEAVEN PROTECT US FROM THOSE WHO KNOW ALL THEY NEED TO KNOW... ABOUT ANYTHING.



IT'S MR. JAMESON. HE HAS AN APPOINTMENT.

IT'S ABOUT THAT EXCLUSIVE INTERVIEW WE DISCUSSED, R.R.

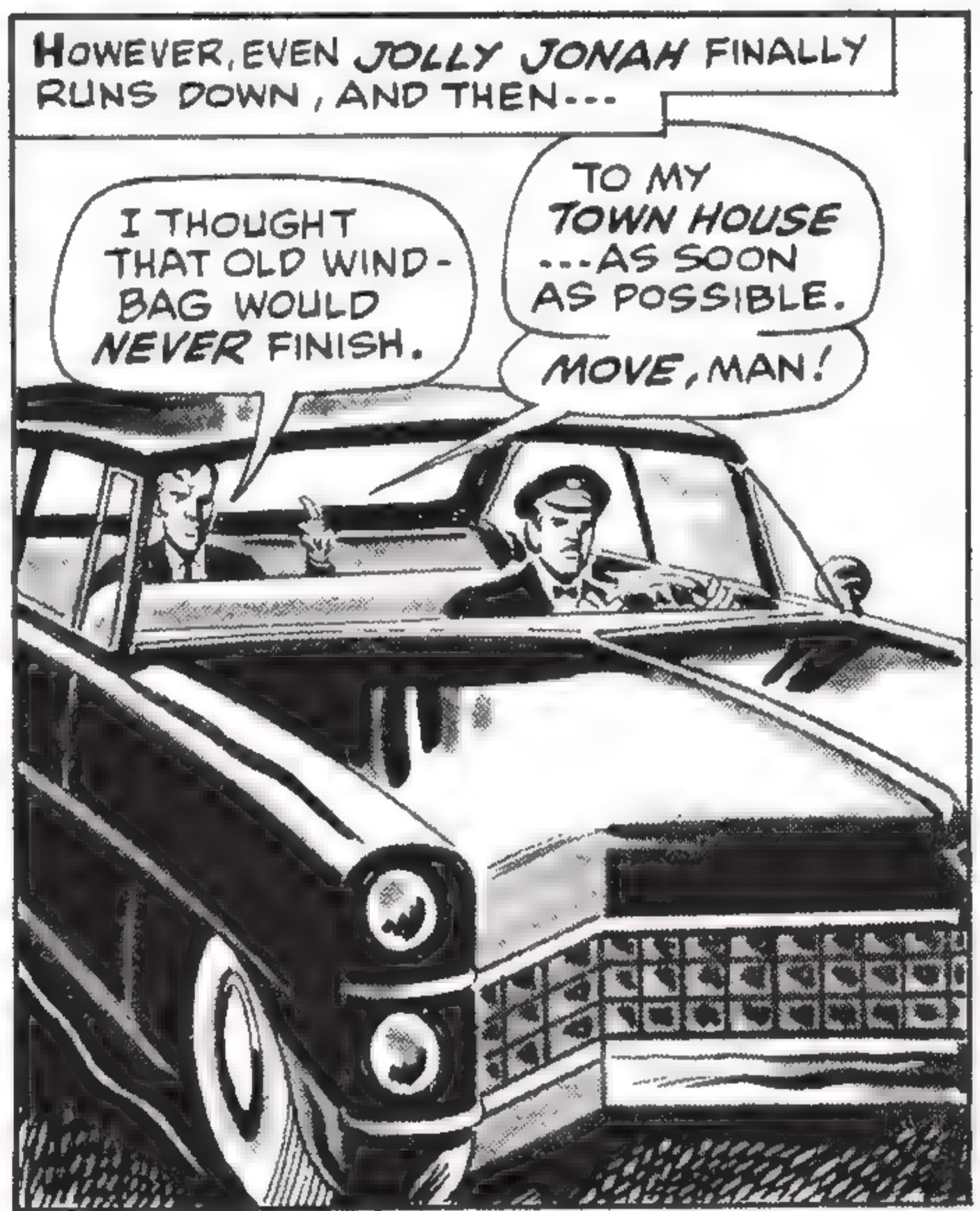
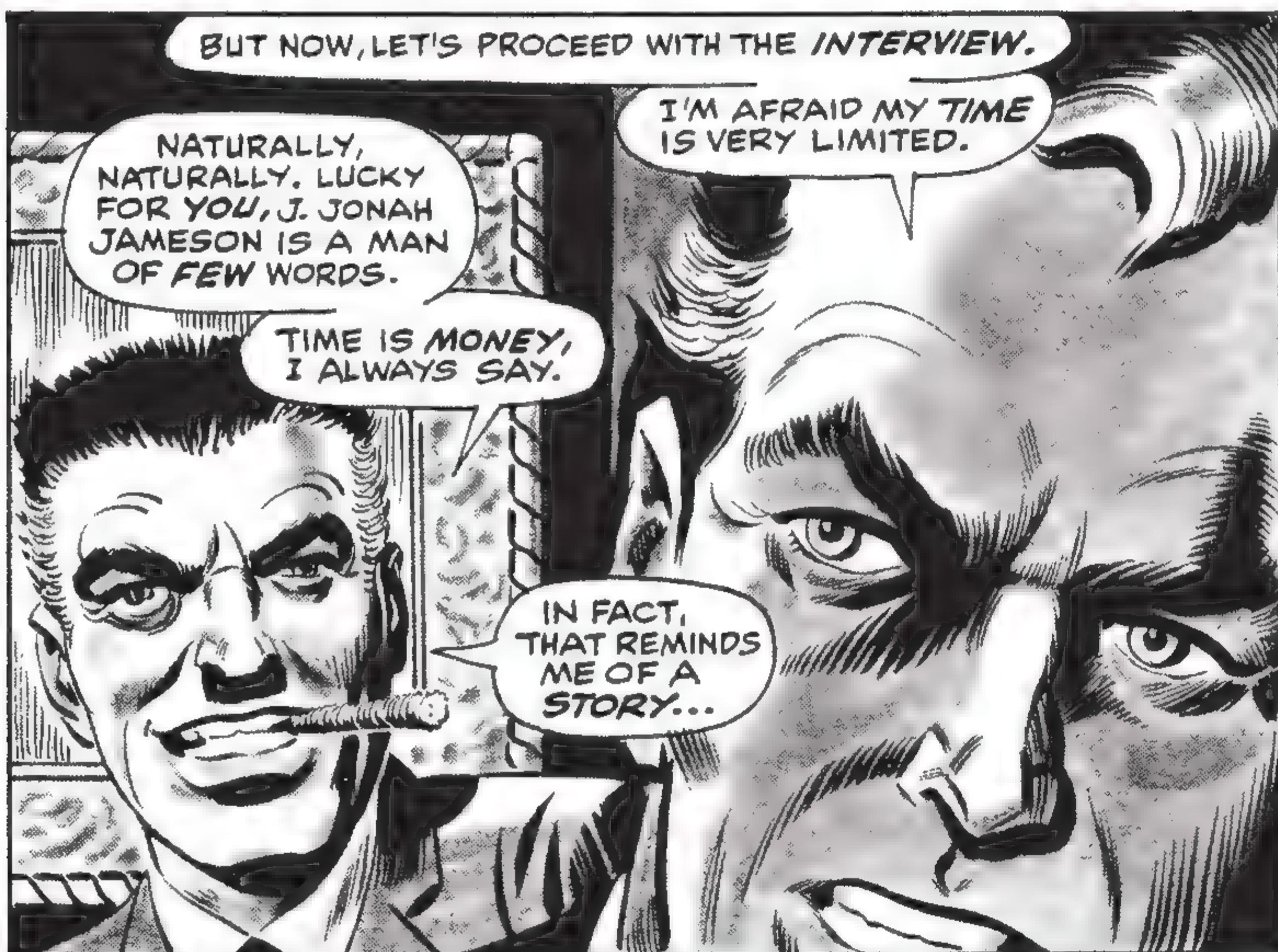
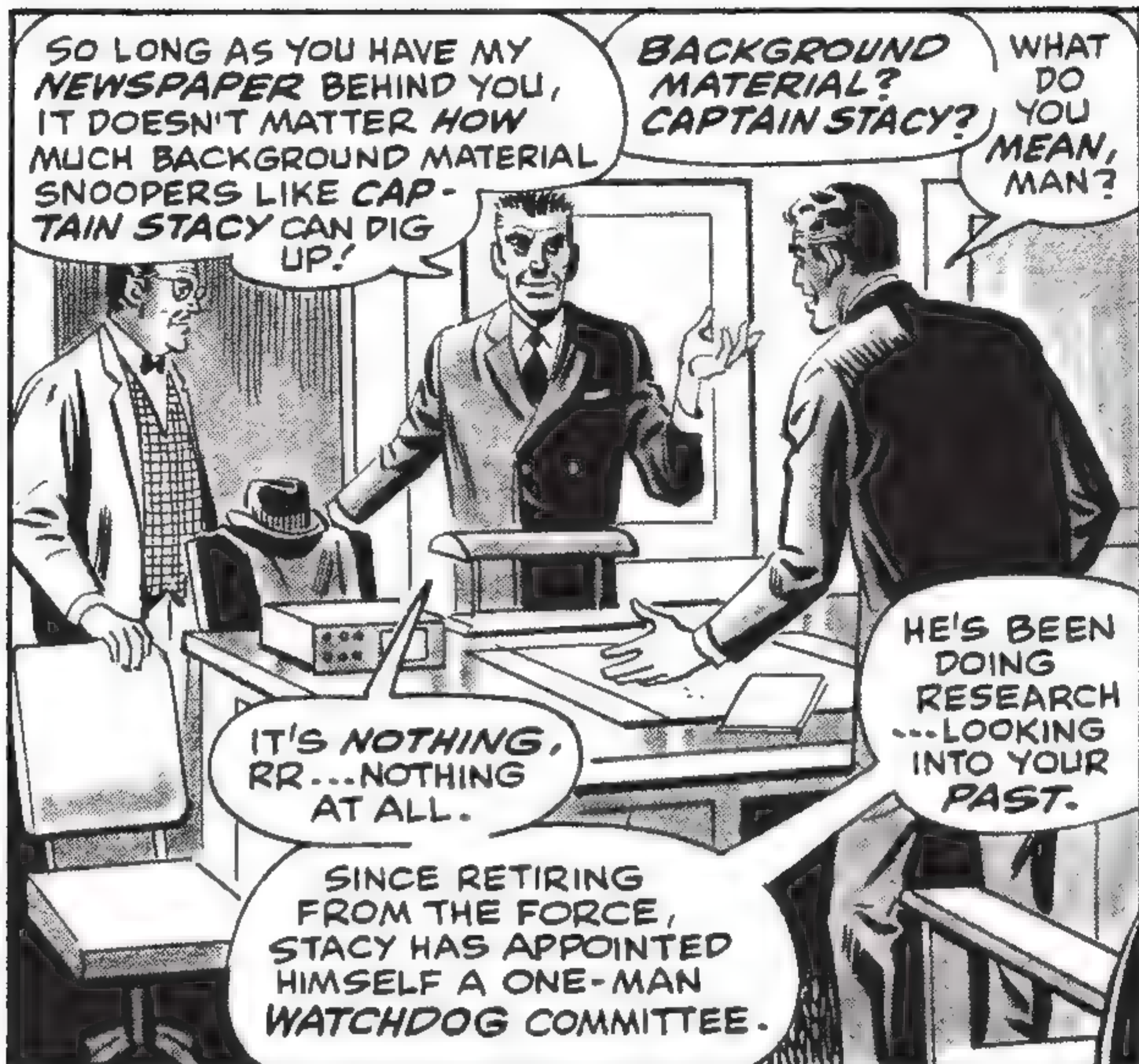
MY STORY WILL MAKE YOU A SHOO-IN FOR OFFICE.

AND ~~HRUMMPH!~~ OF COURSE YOU'LL REMEMBER THE "DAILY BUGLE" WHEN YOU'RE ELECTED.

YES, YES, OF COURSE.

COME IN, JAMESON. COME IN.





















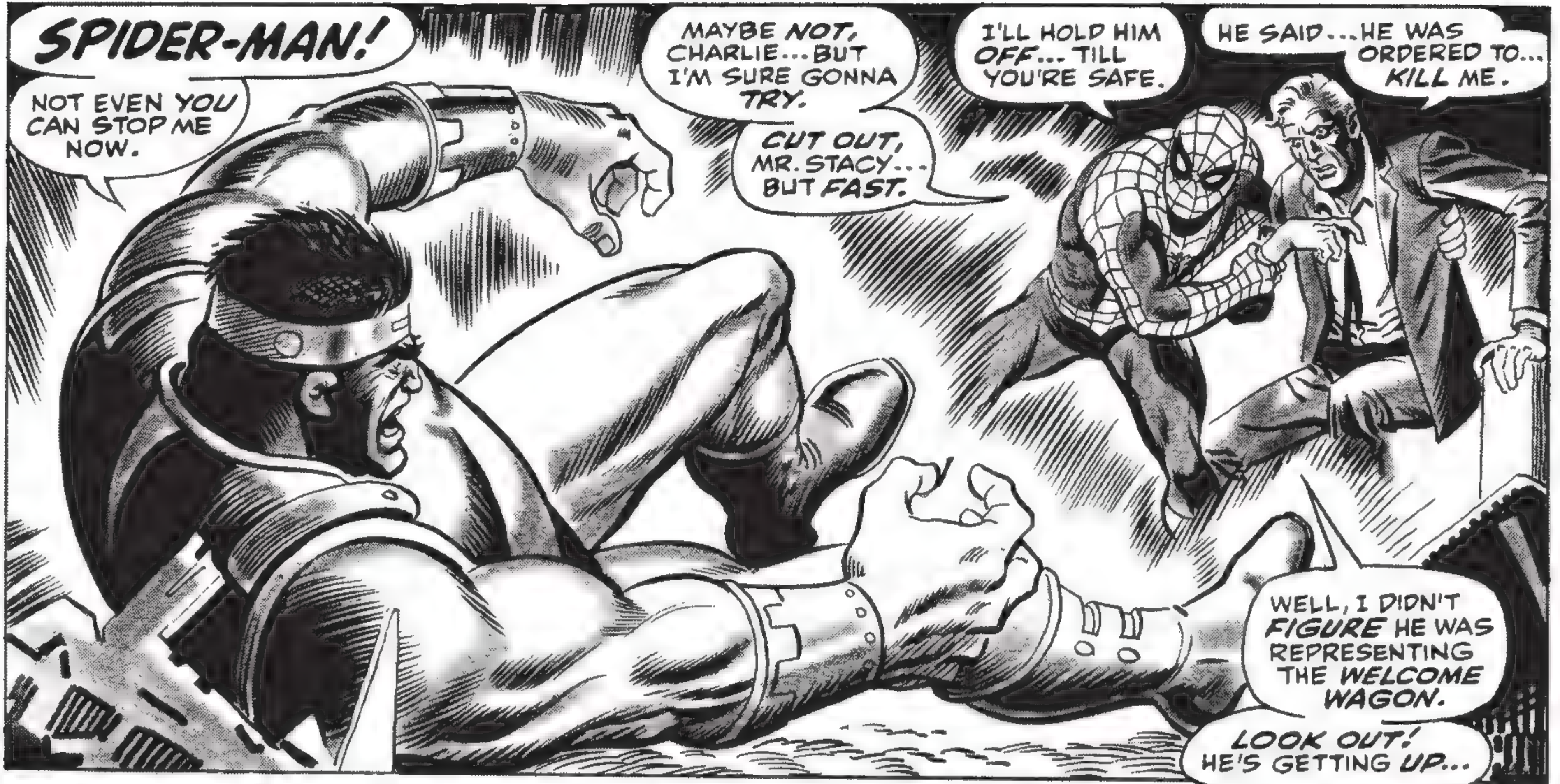




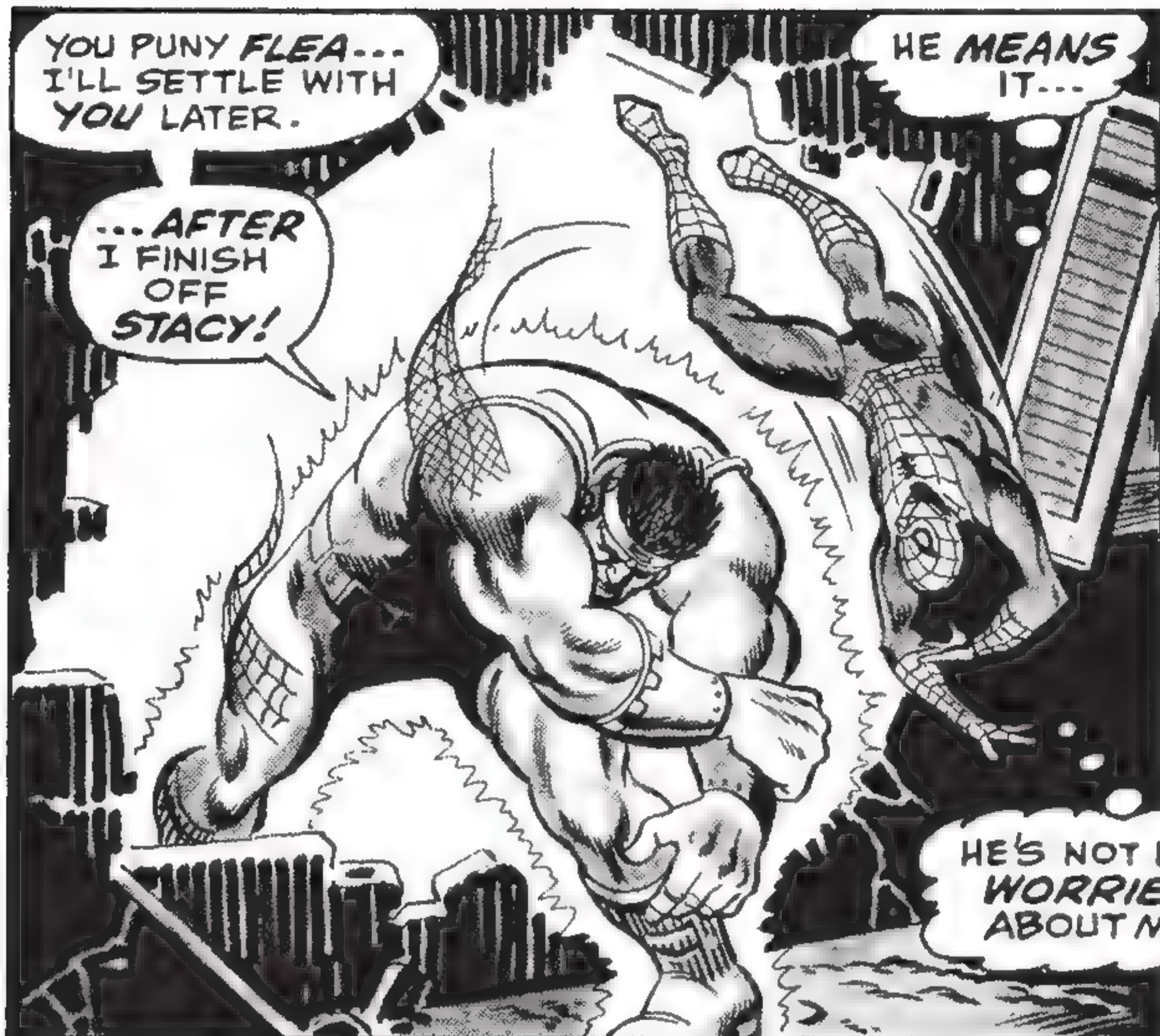




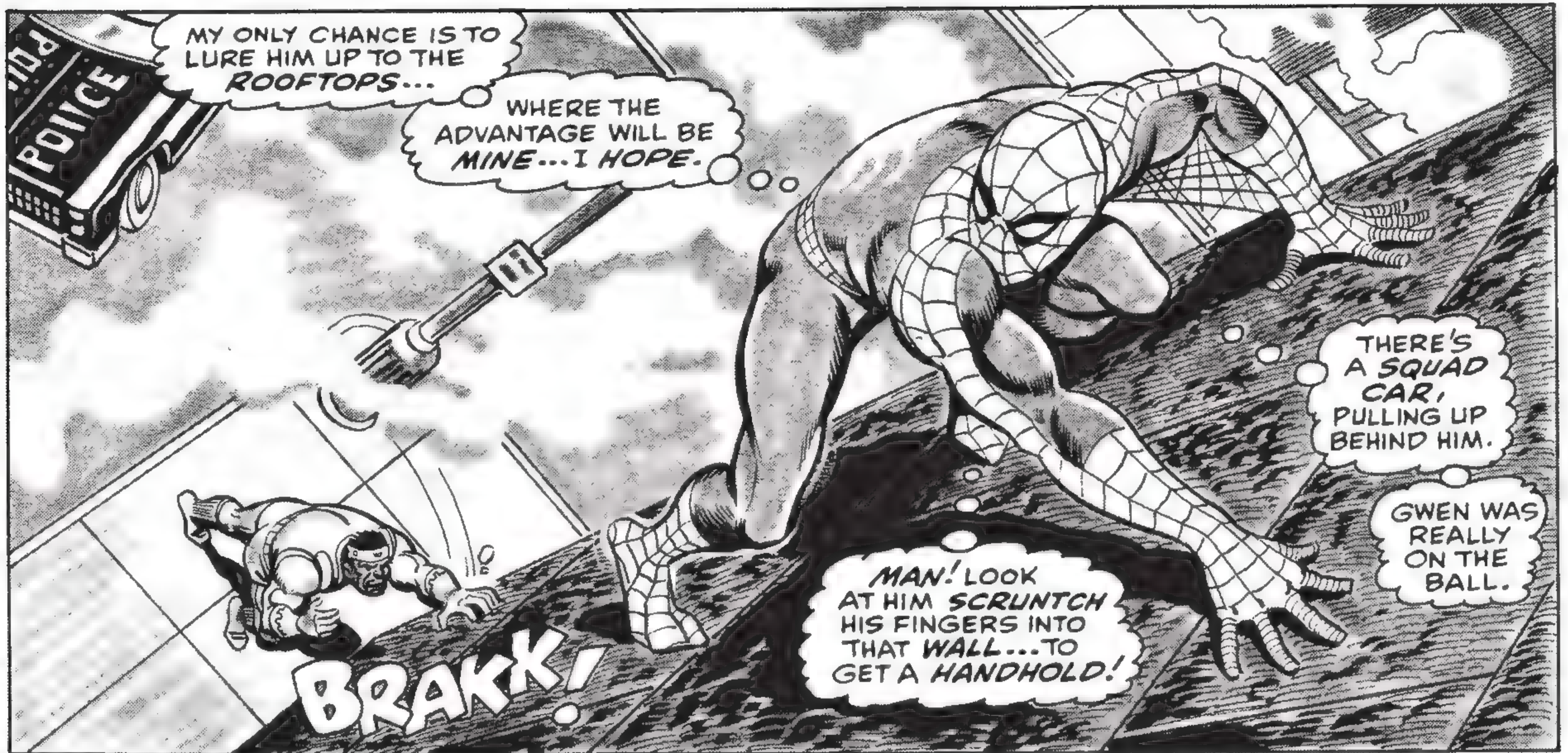














IT'S A SHAME THAT POOR GWENDOLYNE IS WORRYING HERSELF NEEDLESSLY. OR, IS HER WORRY NEEDLESS...?







SUDDENLY, ALL THE  
PIECES SEEM TO  
BE FALLING INTO  
PLACE.

IF MY HUNCH  
IS RIGHT...

UH OH. HE'S  
SNAPPING  
OUT OF IT.



IT'S A REAL LONG  
SHOT... AND MAYBE  
I FLIPPED MY LID...

BUT, I'M LEADING  
HIM TO RALEIGH'S  
TOWN HOUSE.

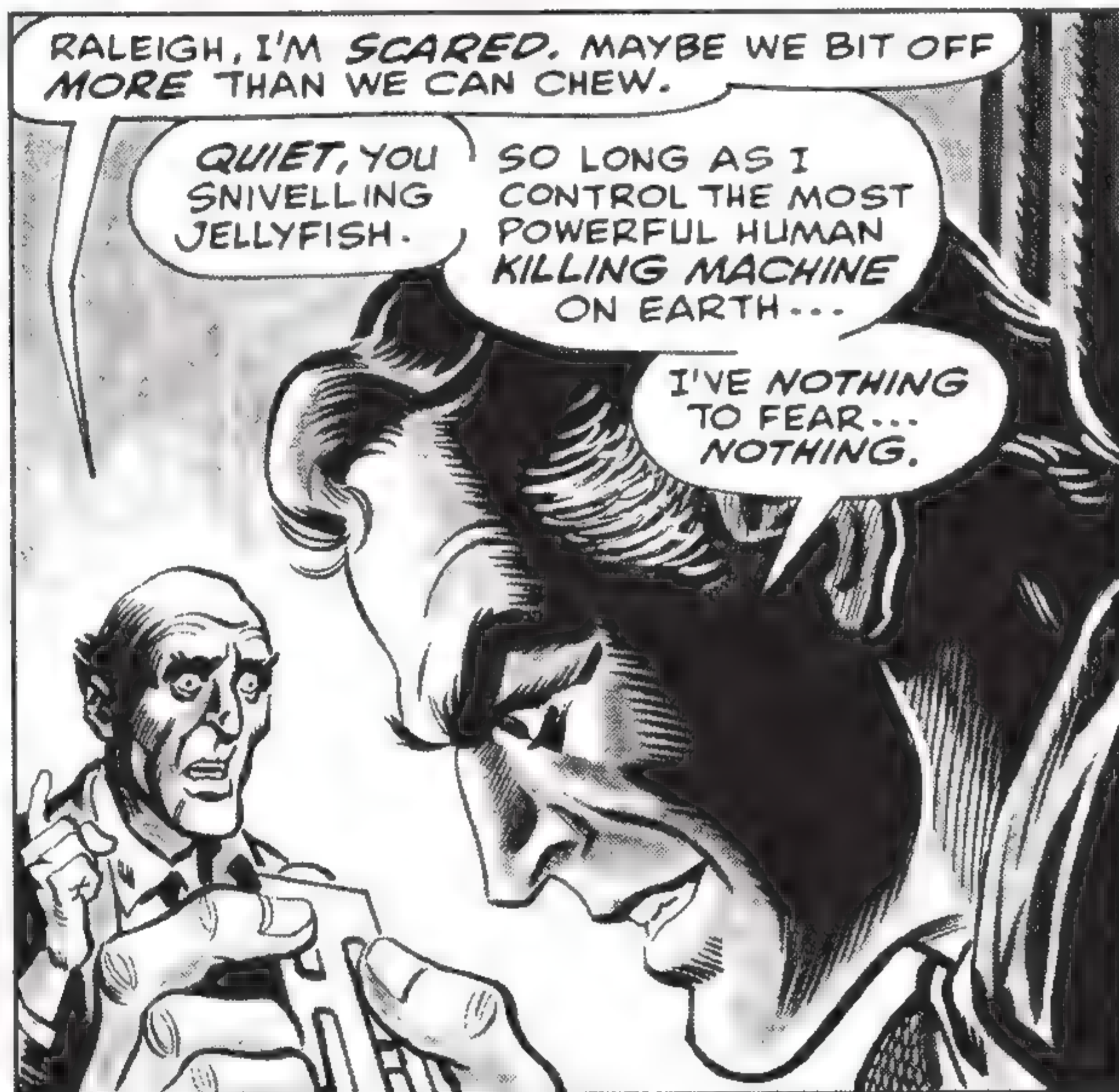


RUN ALL YOU  
WANT TO,  
FREAK.

YOU'RE  
AS GOOD AS  
DEAD.

MAYBE  
SO.

BUT,  
YOU'RE  
CALLING  
ME  
FREAK?



RALEIGH, I'M SCARED. MAYBE WE BIT OFF  
MORE THAN WE CAN CHEW.

QUIET, YOU  
SNIVELLING  
JELLYFISH.

SO LONG AS I  
CONTROL THE MOST  
POWERFUL HUMAN  
KILLING MACHINE  
ON EARTH...

I'VE NOTHING  
TO FEAR...  
NOTHING.



WOULDJA BELIEVE...  
SOMETHING?

SPIDER-  
MAN!

WELL,  
IT'S NOT  
DEAN  
RUSK!



I TOLD YOU WE'D NEVER GET  
AWAY WITH IT.

IF HE'S  
ON TO US...

SHUT  
UP, THAXTON!

I'LL  
TAKE  
CARE  
OF  
HIM.

THAT  
I'VE GOTTA  
SEE.





YOU'LL **SEE** IT, WALL-CRAWLER. AND, IT WILL BE THE **LAST** THING YOU **EVER** SEE.

THAT **GADGET** IN HIS HAND... IT'S SOME SORT OF **CONTROL** DEVICE.

AND IT'S NOT HARD TO GUESS **WHAT** IT CONTROLS.

... 'CAUSE HERE HE COMES **NOW**.



**SORRY, SWEETIE!** YOU'LL HAVE TO MOVE **FASTER** THAN **THAT!**

**SPEED** DOESN'T MATTER.

ALL I HAVE TO DO IS **CONNECT...** **JUST** **ONCE**.



AND I'M **BIG** ENOUGH... AND **STRONG** ENOUGH... TO TAKE MY TIME DOING IT.

YOU **FEEBLE-MINDED FOOL!** CAN'T YOU SEE HE'S **GOADING** YOU?

HE'S MAKING YOU **WASTE** YOUR STRENGTH... HE'S **CONFUSING** YOU.

BUT I'LL DRUM SOME **SENSE** INTO YOUR THICK SKULL... WITH A PRESS OF THIS **BUTTON!**

**NO, RALEIGH... NO!**

HE'S TOO **EXCITED** NOW. THE **ARTIFICIAL CIRCUITS** I INSTALLED CAN'T TAKE AN **OVER-LOAD**.

DON'T DO IT, MAN. **DON'T!**

RALEIGH DID IT. **NOW** WHAT?





MY PLAN WAS PERFECT! I HAD USED ADVERTISING... TV.. PUBLICATIONS... TO PROJECT AN IMAGE OF MYSELF AS A CRUSADING REFORMER.

THE ELECTION IS AS GOOD AS WON... UNLESS SPIDER-MAN EXPOSES ME.

HOW ABOUT THAT? RALEIGH IS SO CONSUMED WITH HATRED, AND A LUST FOR POWER, THAT HE HIMSELF HAS CRACKED.

THEN, TO GAIN THE PUBLIC'S SYMPATHY, I PRETENDED THE UNDER-WORLD WAS OUT TO DESTROY ME.

YOU MUST DESTROY HIM... NOW! YOU MUST... YOU MUST... YOU MUST!

I'M NOT SURE WHAT HE'S DOING TO MY OVER-GROWN SPARRING PARTNER...

RALEIGH... STOP! YOU DON'T KNOW WHAT YOU'RE DOING...

YOU'LL MAKE HIM KILL US ALL!

BUT IT LOOKS AS THOUGH IT'S SHAKING HIM OUT OF HIS TREE.

AND THEN, AT LAST, DEEP WITHIN THE TORTURED, BESTIAL, HALF-DEMENTED BRAIN, SOMETHING SUDDENLY SNAPS...

YOU TRIED TO HURT ME... TO MAKE ME YOUR SLAVE.

BUT NOW... YOU'LL NEVER HURT ME AGAIN.

NO! I'M RALEIGH... I'M YOUR FRIEND.

WHEN I'M ELECTED... I'LL MAKE YOU RICH. RICH!

RALEIGH... RUN! YOU CAN'T REASON WITH HIM NOW.

I TRIED TO WARN YOU... BUT YOU WOULDN'T LISTEN. AND NOW IT'S TOO LATE.

YOUR INSATIABLE LUST FOR POWER... HAS DESTROYED US.

RUN, BEFORE HE GETS HIS HANDS ON YOU.

THE MINI-CONTROL SHORTED! THE CURRENT IS OFF.

IT ISN'T FUNCTIONING. IT'S DEAD!









THE EMERGENCY CORRIDOR... IT'S COLLAPSING!

THE MONSTER'S BLOW... CAUSED THE CEILING AND WALLS... TO CRUMBLE. THE PASSAGE IS... COMPLETELY SEALED!

HELP ME, RALEIGH! I'M TRAPPED IN HERE... TRAPPED!

RALEIGH! RALEIGH! DON'T LET ME DIE...

RALEIGH!

BUT ALAS, THERE IS PRECIOUS LITTLE THAT RICHARD RALEIGH CAN DO FOR ANYONE ANY LONGER. AND, AS THE ANGUISHED CRIES OF DR. THAXTON FADE INTO OBLIVION...

NOW, ONLY SPIDER-MAN IS LEFT.

ONCE YOU ARE DESTROYED, I'LL BE MY OWN MASTER.

I'LL START A CRIME RAMPAGE THAT'LL MAKE RALEIGH LOOK LIKE A NOWHERE PIKER.

IN A PIG'S EYE YOU WILL, BIG MAN.

THIS IS WHERE WE SEPARATE THE MEN FROM THE BOYS.



HE'S TENSING... ABOUT TO LUNGE.

I'VE GOT TO TIME THIS PERFECTLY.



HAH! ONCE I GET HOLD OF YOU, I'LL...

WHA...??

HOW'D YOU GET AWAY?

WITH THE GREATEST OF EASE, MORTIMER.

NO SELF-RESPECTING SPIDER-MAN WOULD FALL FOR AN ATTACK LIKE THAT.

WAAAAA!

MEANWHILE, AT THE HECTIC, HARRASSED, AND SOMEWHAT HYSTERICAL EDITORIAL OFFICE OF J. JONAH JAMESON...

WHAT? HE WAS LAST SEEN HEADING ACROSS TOWN TOWARDS RALEIGH'S HOUSE?

DON'T KEEP MUMBLING, MAN. GET MY CAR. I MEAN NOW.



THIS'LL BE THE STORY OF THE CENTURY.

...AND I WANT IT FIRST.





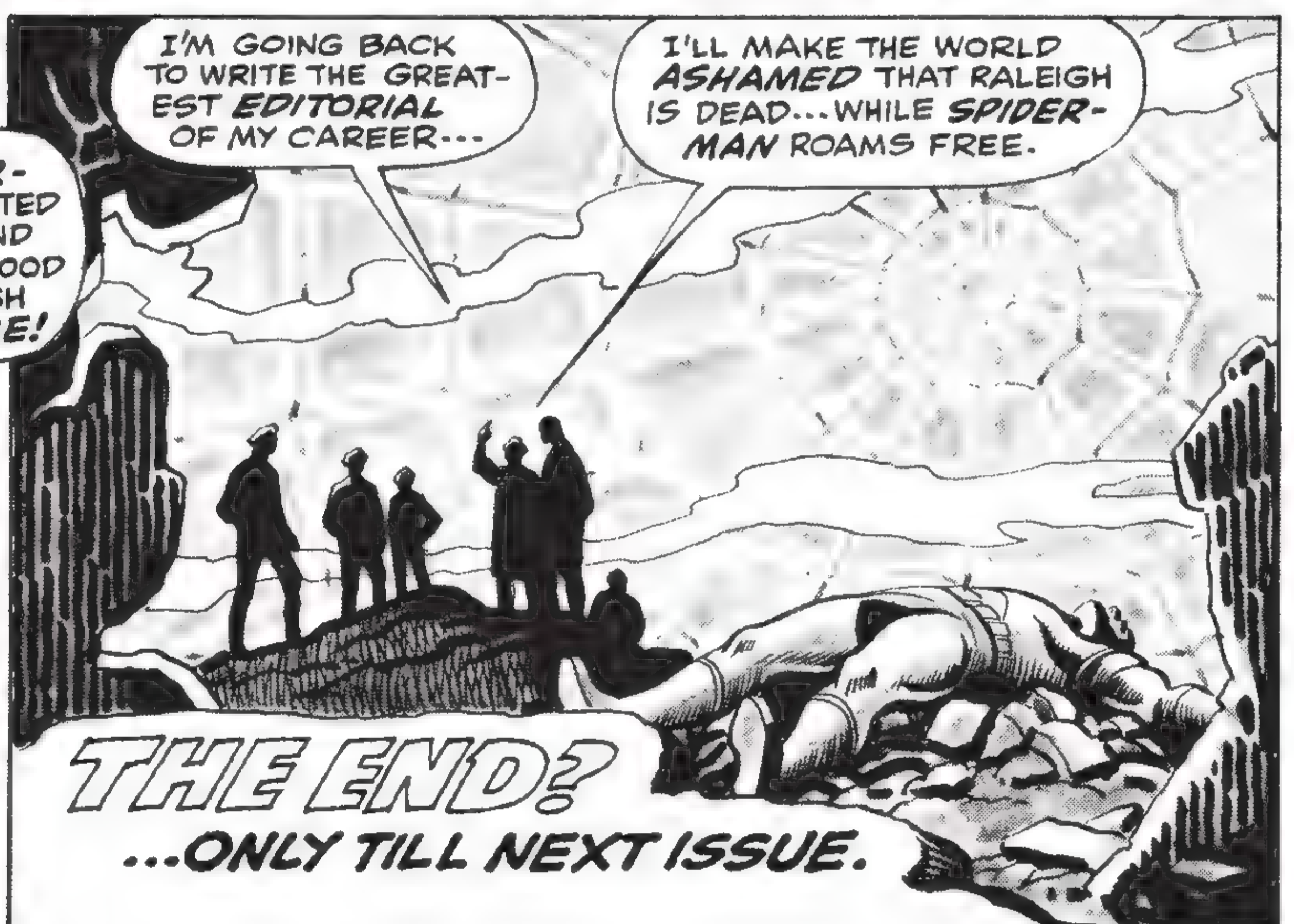














# "IN THE BEGINNING"

FOR YE WHO BE NEW TO  
THE HALLOWED RANKS  
OF *SPIDERDOM*, WE DO  
HEREBY RECREATE, IN ALL  
ITS BRAIN-BLASTING GLORY--

THE MANY SPLENDORED

**ORIGIN**  
*OF*  
**SPIDEY!**  
(NEWLY UPDATED, 'NATCH!)

--ASHES  
TO ASHES,  
AND DUST  
TO DUST--

IT'S OVER!  
UNCLE BEN  
IS DEAD--  
AND BURIED!

AND IT WAS  
*I* WHO  
KILLED  
HIM!

COMPULSIVELY CREATED AND  
RELENTLESSLY RETOLD, BY:  
OUR GRANDILOQUENT GURU,

**STAN THE MAN LEE**

PASSIONATELY PENCILLED BY:  
*'LAUGHIN'*

LARRY LIEBER

EXOTICALLY  
EMBELLISHED BY:  
WILD  
BILL  
EVERETT

LOVINGLY  
LETTERED BY:  
ADORABLE  
ARTIE  
SIMEK

AND NOW,  
PREPARE FOR  
WONDERMENT  
SUCH AS THOU  
HAST NEVER  
KNOWN--



SLOWLY, FALTERINGLY, THE GUILT-RIDDEN **PETER PARKER** AND HIS GRIEVING **AUNT MAY** SILENTLY LEAVE THE BURIAL SITE--UNITED BY A GROWING BOND OF SORROW...

IF I HADN'T FAILED HIM-- HE MIGHT STILL--BE ALIVE TODAY!

HOW CAN I LIVE WITH THIS--FOR THE REST OF MY LIFE?

IF ONLY--IT HAD NEVER HAPPENED!

IF ONLY I COULD FORGET--THAT FATEFUL DAY--IN THE SCHOOL SCIENCE LAB...

BUT NEITHER **PETER PARKER**--NOR WE--SHALL EVER BANISH FROM OUR MEMORY THE STRANGE EVENTS WHICH ARE ABOUT TO UNFOLD! THE EVENTS WHICH LED TO THE DEATH OF **BEN PARKER**--AND TO THE SUDDEN, STARTLING BIRTH OF THE AMAZING **SPIDER-MAN**--

THE OTHER KIDS TAUNT ME--CALL ME A **BOOKWORM**!

BUT I DON'T CARE!

SOME DAY THEY'LL BE SORRY THAT THEY LAUGHED AT ME!

NOW WE'LL DEMONSTRATE HOW **RADIO-ACTIVITY** IS CONTROLLED IN THE LAB--

AS THE DRAMATIC EXPERIMENT BEGINS, AN UNSEEN **SPIDER** ASSUMES A BRIEF, STARRING ROLE IN THE DRAMA WE CALL **LIFE**--AS IT ABSORBS A FANTASTIC AMOUNT OF **RADIO-ACTIVITY**!

AND THEN--

SOMETHING BIT ME!

A SPLIT-SECOND LATER, ALL LIFE HAS EBBED FROM THE STILL-GLOWING ARACHNID'S BODY--BUT, IT HAD LIVED LONG ENOUGH TO AFFECT THE COUNTLESS **CORPUSCLES** IN THE BLOOD STREAM OF **PETER PARKER**--

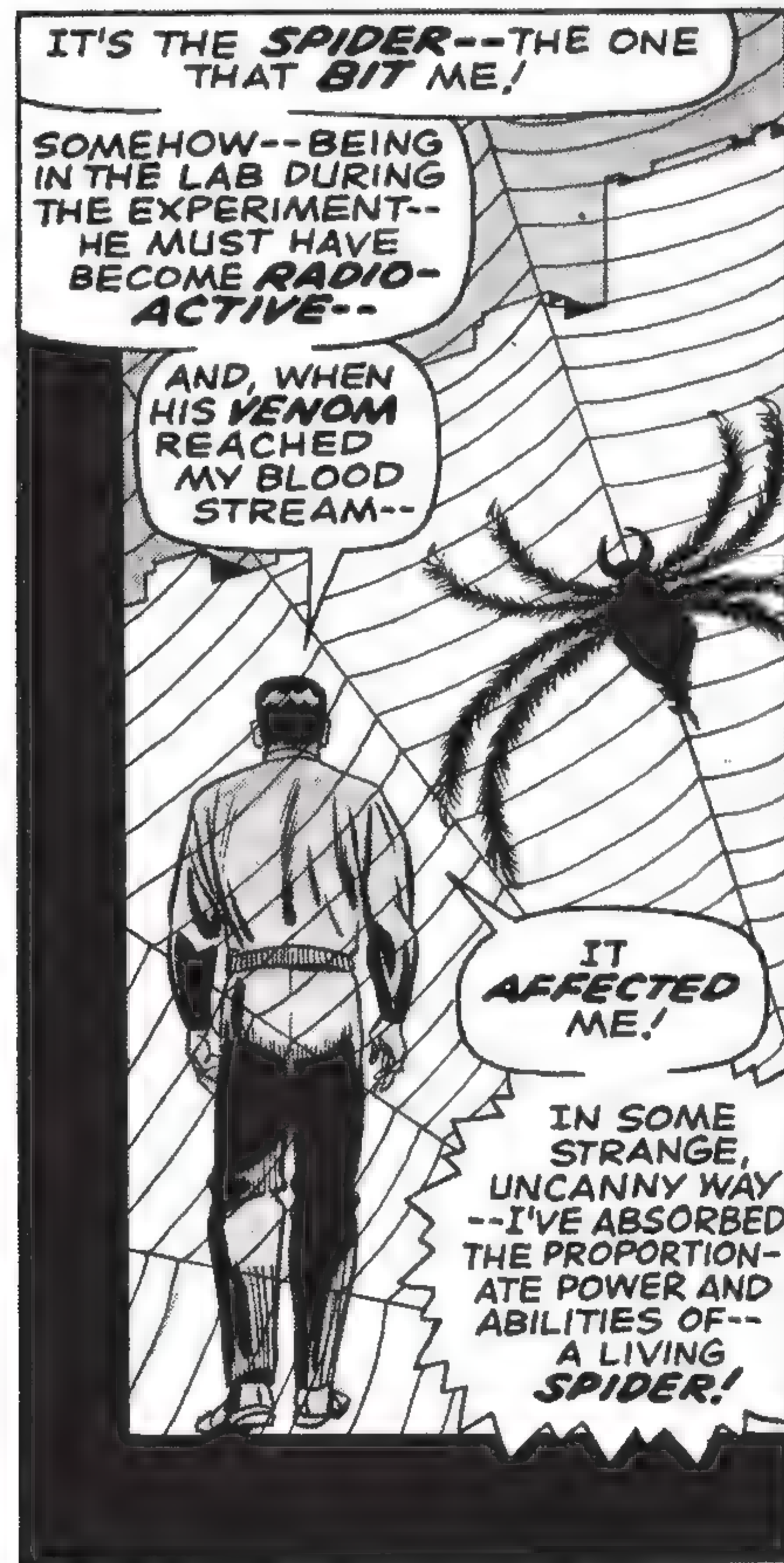
IT WAS JUST --A SPIDER!

BUT--WHY DO I FEEL--SO STRANGE --SO DIFFERENT--?











IN THE FRANTIC DAYS THAT FOLLOW, THE INGENIOUS YOUTH CREATES HIS NOW-LEGENDARY **WEB-SHOOTER**--

IT WORKS LIKE A **CHARM!** TWO PRESSES OF THIS SIMPLE DOOHICKEY, AND **ZOWIE!**



WITH MY NEW-FOUND **SPIDER POWER**, I CAN CONTROL IT LIKE A **SHARPSHOOTER!**

AND I'LL KEEP **MODIFYING** THE FLUID TILL IT'S JUST THE RIGHT **CONSISTENCY!**

BUT NOW, I NEED ONE THING MORE--



--A **COSTUME!**

IF I'M GONNA GET INTO **SHOW BIZ**, I MIGHT AS WELL **LOOK** THE PART!

**BOY!** I NEVER KNEW **SEWING** WAS SO HARD!

--THOUGHT I'D **NEVER** FINISH IT!

ANYWAY, SINCE I HAVE THE **POWERS** OF A **SPIDER**--



I MIGHT AS WELL **CALL** MYSELF--

**SPIDER-MAN!**

LOOKS PRETTY GOOD, IF I **DO** SAY SO MYSELF!



OKAY, WORLD-- BETTER HANG ONTO YOUR **HAT!**

YOU'RE ABOUT TO MEET THE ORIGINAL **WEB-SWINGING WONDER!**





ACTUALLY, THE "FLOWERING OF SPIDER-MAN" HAPPENED A BIT **SLOWER** THAN THIS, BUT FORGIVE US, FAITHFUL ONE--WE'VE ONLY A FEW PAGES LEFT! AND NOW, BACK TO OUR BOY--

MY FIRST STOP WILL BE THE NEAREST **TV STUDIO!**

I'VE JUST GOT TO BE THE ANSWER TO **ED SULLIVAN'S** PRAYERS!



















AND NOW,  
I'LL JUST--  
WAIT!!

THAT *FACE*!  
IT--OH NO!  
NO! IT JUST--  
CAN'T BE!  
BUT--IT IS--

IT'S THE FUGITIVE WHO  
RAN *PAST* ME THE OTHER  
DAY!

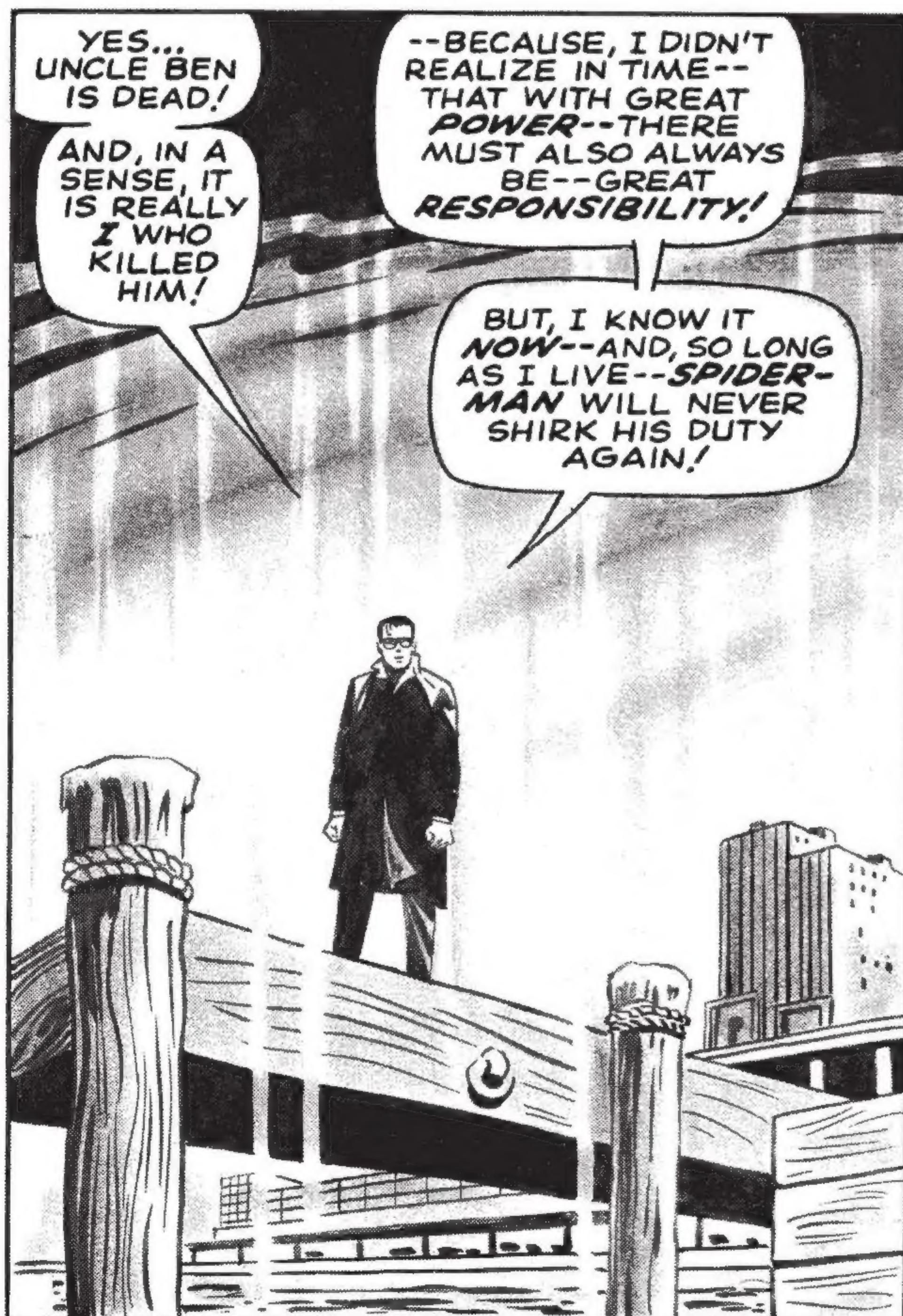
THE ONE I DIDN'T  
*STOP*--WHEN I HAD  
THE CHANCE!



IT'S MY FAULT--ALL MY FAULT!

IF ONLY--I  
HAD *TACKLED*  
HIM--WHEN I  
HAD THE  
CHANCE!

BUT, I *DIDN'T*--  
SO HE *ESCAPED*!  
AND NOW--UNCLE  
BEN IS--*DEAD*!

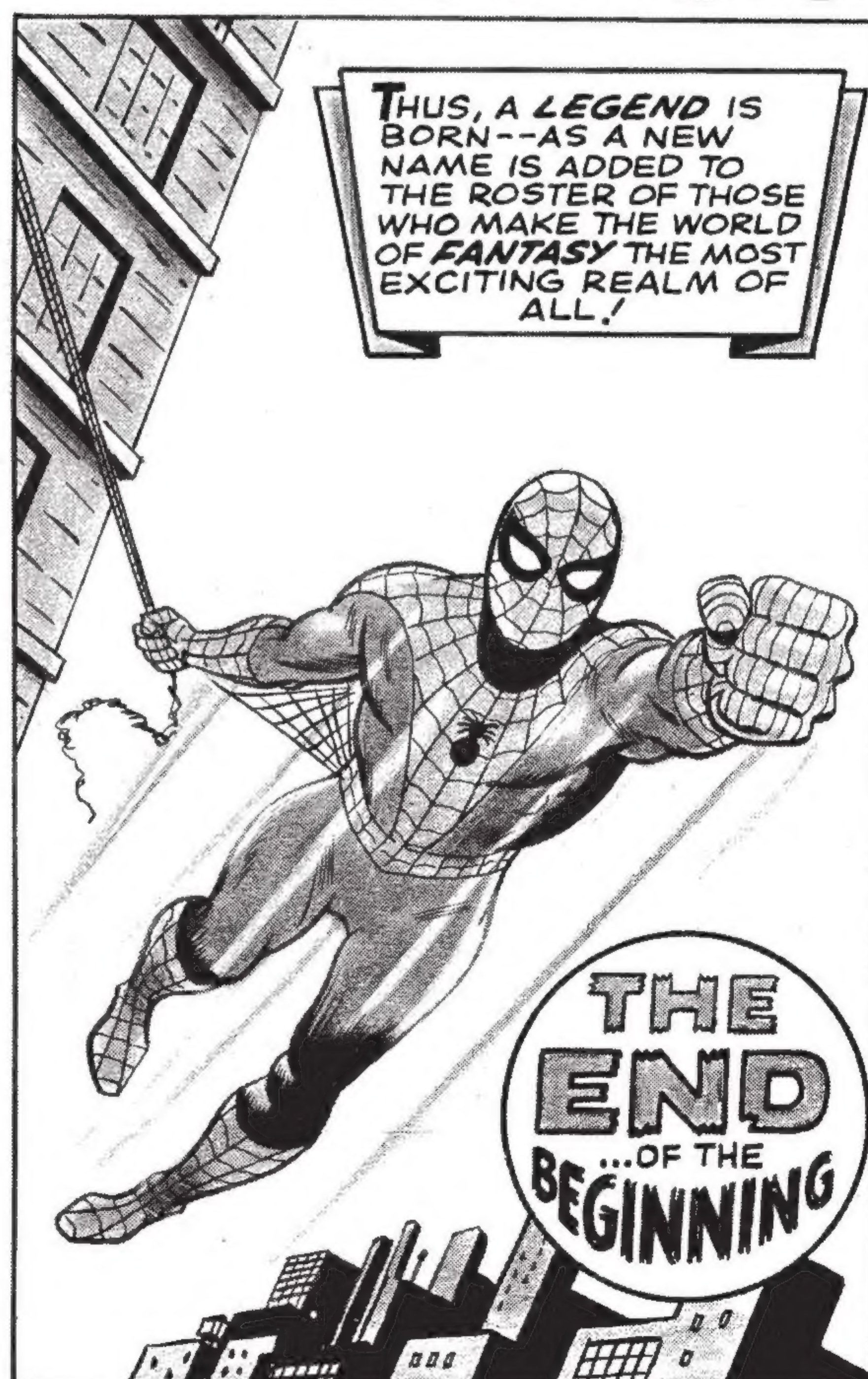


YES...  
UNCLE BEN  
IS DEAD!

AND, IN A  
SENSE, IT  
IS REALLY  
*I* WHO  
KILLED  
HIM!

--BECAUSE, I DIDN'T  
REALIZE IN TIME--  
THAT WITH GREAT  
*POWER*--THERE  
MUST ALSO ALWAYS  
BE--GREAT  
*RESPONSIBILITY*!

BUT, I KNOW IT  
*NOW*--AND, SO LONG  
AS I LIVE--*SPIDER-*  
*MAN* WILL NEVER  
SHIRK HIS DUTY  
AGAIN!



THUS, A *LEGEND* IS  
BORN--AS A NEW  
NAME IS ADDED TO  
THE ROSTER OF THOSE  
WHO MAKE THE WORLD  
OF *FANTASY* THE MOST  
EXCITING REALM OF  
ALL!

THE  
**END**  
...OF THE  
BEGINNING

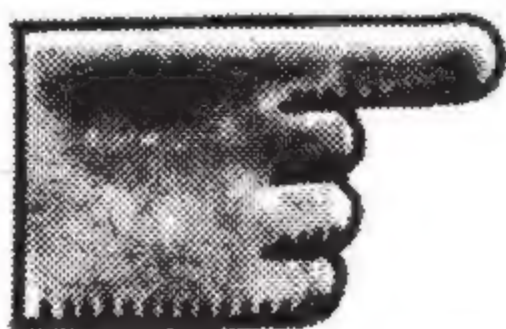


# NEXT ISSUE

DON'T DARE MISS THE  
RE-BIRTH  
OF  
THE GREEN  
GOBLIN



ON  
SALE  
JULY 9<sup>TH</sup>  
--TILL THEN,  
KEEP THY WEBS  
UNTANGLED!



FOLLOW SPIDEY'S SENSATIONAL EXPLOITS  
IN FULL COLOR EACH MONTH IN THE  
**AMAZING SPIDER-MAN**... ONLY 12¢,  
WHEREVER COMIC BOOKS ARE SOLD!

